



**FRASER & NEAVE
HOLDINGS BHD**

196101000155 (4205-V)



Capturing Value

Annual Report 2024

In FY2024, every business decision at Fraser & Neave Holdings Bhd (F&NHB) was guided by a singular focus – capturing value for all our stakeholders, from consumers to shareholders – as we bring *Pure Enjoyment*, *Pure Goodness* to generations of Malaysians, a commitment reflected on our cover. Our 2024 Annual Report showcases this dedication through a forward-thinking, value-driven strategy, emphasising how we capture value by seizing new opportunities, optimising operations and broadening our market reach. Delve into this report to discover our ongoing journey of growth, resilience, and value creation in an ever-evolving landscape.



Read here for our Annual Report 2024

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We value and appreciate all feedback to help make our future reports more relevant to our stakeholders. +603-5101 4288 groupcomms@fn.com.my Communications, Corporate Affairs and Sustainability Department No. 1 Jalan Bukit Belimbing 26/38, Persiaran Kuala Selangor, Seksyen 26, 40400 Shah Alam, Selangor, Malaysia			

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 **Communications, Corporate Affairs and Sustainability Department**
No. 1 Jalan Bukit Belimbing 26/38,
Persiaran Kuala Selangor, Seksyen 26,
40400 Shah Alam, Selangor, Malaysia

BASIS OF THIS REPORT

Annual Report 2024

Annual Report provides a comprehensive assessment of the Group's performance and financial statements for FY2024.

Sustainability Report 2024

Sustainability Report delivers a balanced report on our efforts to create value for stakeholders and conducting business in a responsible manner. The report complies with the Global Reporting Initiative (GRI) Standards and Bursa Malaysia Securities Berhad's Main Market Listing Requirements in relation to Sustainability Statements in Annual Reports.

Welcome to Fraser & Neave Holdings Bhd's Annual Report for FY2024.

We trust that transparency and well-balanced reporting is the way to understanding the Group's process and businesses. Through the changes we have instituted into our reports this year, and aligning with the principles of integrated reporting, we hope to provide a clear account of what we believe value creation means for our stakeholders.

ASSURANCE

Internal controls and management assurance

Compliance and internal audit reviews

External audit by KPMG PLT on financial statements

External audit by Lloyd's Register Quality Assurance on selected Environment and Social disclosures

Board approval assisted by the Board Committees

REGULATIONS COMPLIED

Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Companies Act 2016

Malaysian Code on Corporate Governance

International Integrated Reporting Framework

Malaysian Financial Reporting Standards (MFRS)

DIRECTORS' APPROVAL

The Board acknowledges its responsibility to ensure the integrity of the Annual Report. In the Board's opinion, the report addresses all material issues and matters and fairly presents the Group's performance for the financial year 2024.

Indicates where more details can be accessed elsewhere in this report

OUR STAKEHOLDERS

S&I

Shareholders and Investors

Emp

Employees

D&T

Distributors & Trade Customers

Con

Consumers

Com

Communities

Reg

Regulators

Sup

Suppliers

We Create Value through 6 Capitals

HC

Human Capital

FC

Financial Capital

IC

Intellectual Capital

MC

Manufactured Capital

SRC

Social & Relationship Capital

NC

Natural Capital

Capturing Value for our Customers

As we continue to deliver *Pure Enjoyment, Pure Goodness*, our mission is to help our customers grow by being a trusted partner in their success, delivering innovative, high-quality products and solutions. With a commitment to providing new and unique offerings, we empower our clients to better serve their consumers and stay ahead of market trends. Together, we can unlock fresh opportunities and achieve meaningful, sustainable growth.

ABOUT F&NHB

Fraser & Neave Holdings Bhd (F&NHB) is a Malaysian-incorporated and Shariah-compliant company listed on Bursa Malaysia’s Main Board. With a rich heritage spanning over 140 years, F&NHB’s core businesses include the manufacturing, sales, and marketing of quality and Halal-certified beverages, dairy and food products trusted by generations.

F&NHB boasts a portfolio of more than 30 brands that are leaders in many segments. The brands include 100PLUS, BORNEO SPRINGS Natural Mineral Water, F&N Fun Flavours, F&N SEASONS, OYOSHI, F&N Magnolia, FARMHOUSE, F&N ICE MOUNTAIN, as well as a wide range of condensed and evaporated milk products under F&N, TEAPOT, GOLD COIN, Cap Junjung, Ideal and Carnation brands.

Through its subsidiary, Sri Nona Foods, the Group produces the iconic NONA brand of ketupat and sauces, alongside a variety of well-loved confectionery and snack brands, including the flagship LOT 100. Together, F&NHB offers over 200 products across Malaysia and Thailand, catering to a wide spectrum of consumer needs.

With F&N AgriValley, F&NHB aims to make quality fresh milk affordable and accessible to all Malaysians.

F&NHB is a constituent of FTSE4Good Bursa Malaysia (F4GBM) Index for its strong commitment to responsible business practices on environmental, social and governance (ESG) matters. The Group employs over 3,700 people across its operations in Malaysia, Brunei, Thailand and Indochina.



VISION

To be a stable and sustainable food and beverage (F&B) leader in the ASEAN region.

MISSION

To be ASEAN's leading provider of quality and innovative products that consumers choose and trust.



GLOBAL VALUES

Our Global Values serve as a compass for our actions and describe how we behave in our organisation. They include:

COLLABORATION

We leverage the power of inherent strengths and diversity to create inclusive synergies and commit to team goals.

CREATING VALUES

We are passionate about applying new ideas and seizing opportunities to make a positive impact on our organisation and around the world.

CARING FOR STAKEHOLDERS

We embrace our stakeholders’ perspectives with good intentions and right mindsets to create long-term, sustainable partnerships.

F&N AT A GLANCE

F&N AT A GLANCE



Leading food and beverage company in the ASEAN region with market-dominating brands.

Export market

93

countries worldwide



100%
Halal-Certified
Products

>30

Brands in

14

categories

Workforce of

>3,700

employees

>RM5 billion

annual turnover



13

manufacturing facilities



BEVERAGES

- Shah Alam
- Kuching
- Kota Kinabalu (2 sites)



MINERAL
WATER

- Bentong
- Matang



DAIRY

- Pulau Indah
- Rojana
- Wang Muang



FOOD

- Rawang (4 sites)



Extensive network coverage with

>230,000

outlets in Malaysia, Thailand, Cambodia and Laos



TOP 5 COMPANIES

among global beverage sector in S&P Global Corporate Sustainability Assessment 2023



25 OFFICES

across Malaysia, Thailand, Brunei, Cambodia and U.A.E



FTSE4Good

FTSE4GOOD
BURSA MALAYSIA
INDEX

Top 1% in the global Food & Beverage Supersector

GROUP FINANCIAL HIGHLIGHTS FY2024

GROUP FINANCIAL HIGHLIGHTS FY2024



PBT on Revenue

13.3%

Dividend per Share

63.0 sen*

Net Assets per Share

RM9.75

Basic Earnings per Share

148.2 sen

Share Capital

RM816.8 million

Shareholders' Equity

RM3,576.0 million

Return on Shareholders' Equity

15.2%

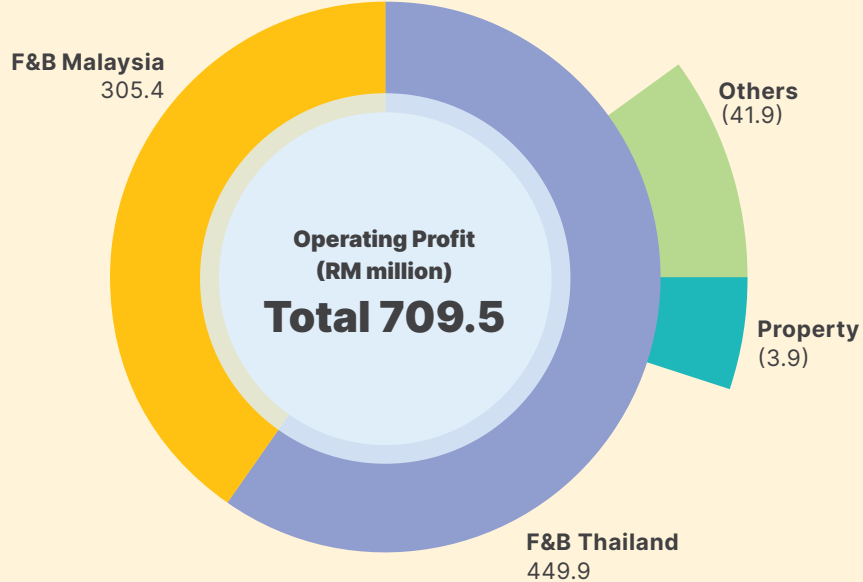
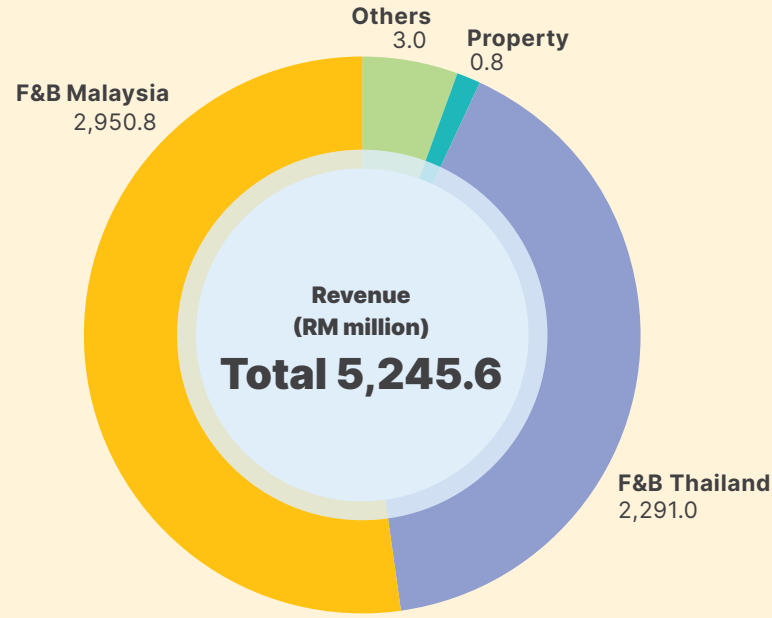
Market Capitalisation

RM10,644 million
(as at 12 November 2024)

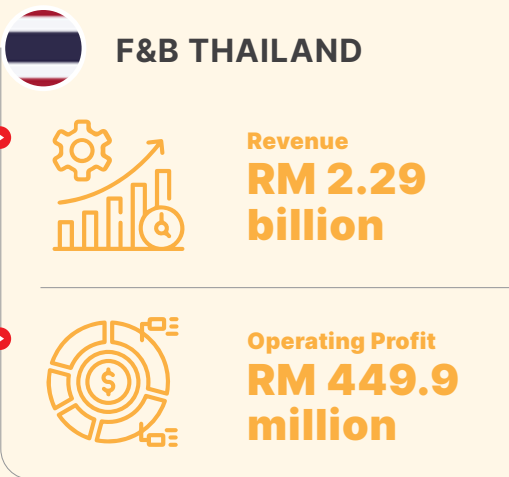
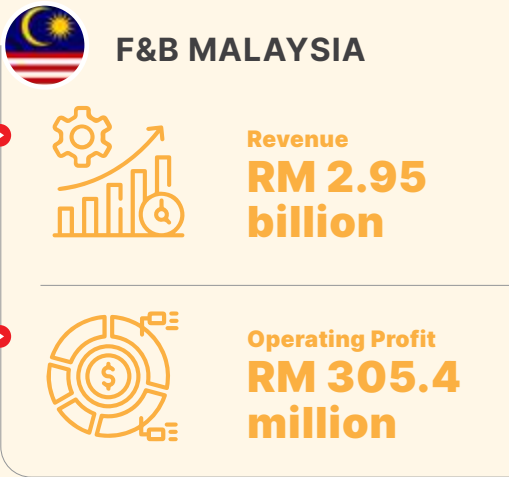
Debt to Equity Ratio

21.3%

* Included proposed final dividend of 33.0 sen per share, which will only be recognised in the financial statements upon shareholders' approval.



By Operating Segments



OUR AWARDS AND RECOGNITION

OUR AWARDS AND RECOGNITION

- FRASER & NEAVE HOLDINGS BHD

- ▶ 100PLUS

-  F&N DAIRIES (THAILAND) LIMITED



OUR AWARDS AND RECOGNITION

FRASER & NEAVE HOLDINGS BHD

100PLUS

F&N DAIRIES (THAILAND) LIMITED



ESG INDICES & RATINGS



S&P GLOBAL ESG SCORE 2023

In 2024, we have been selected as a member of the Sustainability Yearbook 2024 by S&P Global, ranking among the top 5 Beverage companies globally. Our performance saw further improvement, with our percentile rising to 96th percentile from 95th percentile in 2022 (Score date: February 2024).

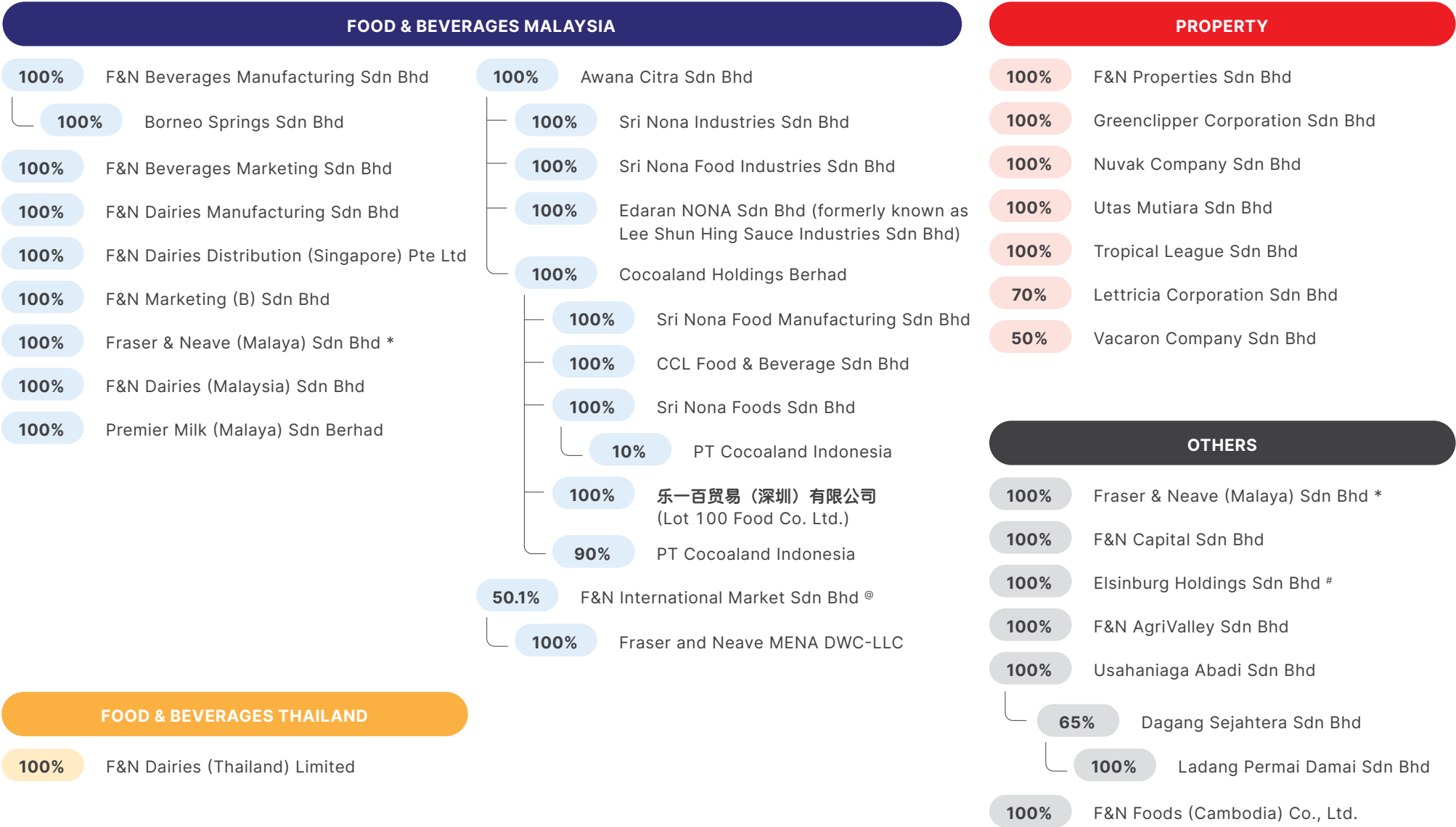


FTSE4Good Bursa Malaysia

We are one of the 120 constituents of the FTSE4Good Bursa Malaysia for the sixth year running, scoring 4.5 out of 5.0 in the latest review. This positions F&NHB within the Top 1% globally in our FTSE Industry Classification Benchmark Supersector. Additionally, we are also a proud constituent of the FTSE4Good Bursa Malaysia Shariah Index for the fourth consecutive year.

CORPORATE STRUCTURE

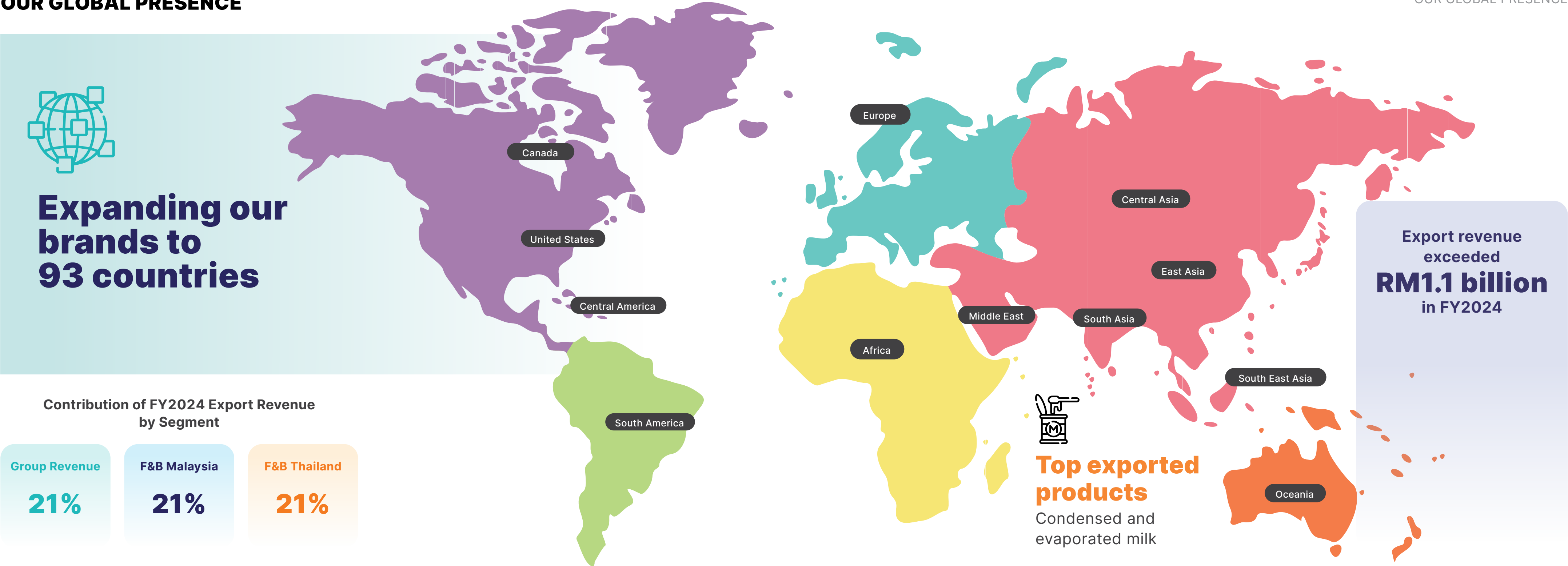
as at 15 November 2024



Notes:
* Classified under Food & Beverages Malaysia and Others segments.
In the process of member's voluntary winding up.
@ On 1 October 2024, Fraser & Neave (Malaya) Sdn Bhd ("F&NM", a wholly-owned subsidiary of the Company) entered into a share purchase agreement with F&N International Market Sdn Bhd ("F&NIM", a 50.1% subsidiary of the Company) to transfer its entire stake of 300,000 shares, representing 100% of the issued share capital in Fraser and Neave MENA DWC-LLC ("F&N MENA"), a company incorporated in the United Arab Emirates to F&NIM for a total consideration of AED1.00 ("Share Transfer"). Completion of the F&N MENA Share Transfer is subject to, inter alia, the receipt of relevant regulatory approvals following which F&N MENA will become a wholly-owned subsidiary of F&NIM.

OUR GLOBAL PRESENCE

OUR GLOBAL PRESENCE



OUR BRANDS AND PRODUCT CATEGORIES

OUR BRANDS AND PRODUCT CATEGORIES

Capturing Value through Comprehensive Product Offerings

*Pure Enjoyment,
Pure Goodness*

Our Online Stores



<https://my.fnlife.com/>



<https://nomaroi.com/>



Isotonic &
Electrolyte Drink



Water & Energy



Tea



Liquid Milk



Asian Drinks



Packaged Food



Juice



Cordial



Condensed &
Evaporated Milk



Carbonated
Soft Drinks



Milk Tablets



Soya



OUR MARKET-LEADING POSITIONS AND NEW PRODUCT UNIVERSE

OUR MARKET-LEADING POSITIONS AND NEW PRODUCT UNIVERSE

NEW PRODUCTS



NutriWell
SOY MILK WITH
OAT & QUINOA
AND NutriWell
SOY MILK WITH
OMEGA FROM
FLAXSEED
– 180ML



F&N SEASONS
ICE LEMON TEA ZERO
– 1.5 LITRE

**NEW PACK
SIZE OR
PACKAGING**

F&N SEASONS
APPLE FLAVOURED
DRINK
– 1 LITRE

**F&N ORANGE
CRUSH**
– 180ML



100PLUS ZERO
– 325ML



**F&N SARSU
CLASSIC**
– 180ML



F&N SEASONS
LYCHEE FLAVOURED
DRINK
– 1 LITRE

F&N SEASONS
ICE LEMON TEA
– 1.5 LITRE



F&N SEASONS
ROSE SOYA
– 1 LITRE (LIMITED
EDITION)



**F&N SWEETENED CONDENSED
MILK WITH CALCIUM**
– 1 KG POUCH



**OYOSHI ORIGINAL
GREEN TEA**
– 250ML

**MALAYSIA
NUMBER**

1

**ISOTONIC &
CARBONATED
SOFT DRINKS ***



**SWEETENED
CONDENSED
MILK ***



**EVAPORATED
MILK ***



* Based on Retail Index Service for the 52-weeks period ending 31st July 2024 in Total Malaysia Market. (© 2023, NIQ.)

**THAILAND
NUMBER**

1

**CONDENSED
MILK ^**



**STERILISED
MILK ^^**



^ F&N Dairies (Thailand) Limited's calculation based in part on data reported by NielsenIQ through its Retail Index Service for the Condensed Milk Category for the period from August 1, 2023 to Jul 31, 2024 for Total Thailand market. (Copyright © 2024, NielsenIQ (Thailand) Limited.)

^^ F&N Dairies (Thailand) Limited's calculation based in part on data reported by NielsenIQ through its Retail Index Service for the Liquid Milk Category (Sterilized Milk segment) for the period from August 1, 2023 to Jul 31, 2024 for Total Thailand market. (Copyright © 2024, NielsenIQ (Thailand) Limited.)

OUR VALUE CHAIN

The preparation, production, and packaging of our diverse product range depend on a robust network of raw materials, equipment, and goods and services.

In FY2024, we partnered with over 2,000 global and local suppliers, ensuring a resilient and efficient supply chain. These partnerships span wide industries, including manufacturers, wholesalers, retailers, importers/merchants, contractors, and professional services providers. Our strategic procurement efforts saw a total expenditure of over RM5 billion.



SOURCING

We work closely with suppliers to ensure their goods and services meet our internal stringent requirements and supports external social, environmental, and ethical standards. We upkeep robust risk management mechanisms to manage issues associated with the commodities upon which we rely, ensuring the sustainability of our business.

PRODUCTION

The production process throughout our operations is standardised in accordance with international standards. We strive for eco-efficient processes to provide good value, while minimising negative environmental and social impacts. We strive to optimise resource use and consider the impacts of water consumption, waste, effluents, and emissions at all production stages.



DISTRIBUTION

We fully integrate our distribution system to enhance efficiency to our customers. We focus on improving our processes through digital technologies to ensure efficient energy management in our transportation, while ensuring the safety of our personnel and local communities.

MARKETING & SALES

Responsible marketing and sales practices are of great importance to F&NHB. We engage regulators and customers to improve our marketing practices when communicating value – e.g. nutritional information to our consumers. Conversations with our stakeholders enable us to innovate better, providing healthier product options that are desired.

POST-CONSUMPTION PACKAGING MANAGEMENT

We minimise the impact of post-consumer waste through research and development to deliver innovative packaging that is sustainable and meets the needs of our consumers. Beyond applying the Circular Economy principles through F&NHB, we promote environmental awareness within communities where we operate.

KEY MILESTONES



CHAIRMAN'S MESSAGE

Dear shareholders & stakeholders,

It gives me great pleasure to pen a few thoughts on F&NHB's performance in the financial year ended 30 September 2024 (FY2024).

After the fanfare of our 140th anniversary in FY2023, this year could easily have been less exciting. Yet, reality proved otherwise. FY2024 was another eventful year in which we further strengthened the Group at a fundamental level, putting in place the building blocks to spur greater growth.

Even more encouraging, our actions and achievements have further entrenched our commitment to delivering *Pure Enjoyment, Pure Goodness* in a sustainable manner, ensuring that our development unfolds responsibly. During the year, we identified opportunities to capture value from our existing operations for the benefit of the business as well as for our expanding network of stakeholders. In leveraging these, we have further strengthened our relationships with our shareholders, our customers, partners, employees and society at large.

**Y.A.M. TENGKU SYARIF BENDAHARA PERLIS SYED BADARUDIN
JAMALULLAIL IBNI ALMARHUM TUANKU SYED PUTRA JAMALULLAIL**
Chairman



CAPTURING VALUE FOR THE FUTURE

We made significant strides this year, three of which stand out in terms of creating business value for the future.

Having acquired Sri Nona and Cocoaland in FY2022, we focused on streamlining and standardising operations and digital systems for both businesses under one entity, befitting a dynamic, future-ready business. Doing so allows for a more unified way of working, improved operational efficiency and decision-making. At the same time, six key brands, including crowd-favourites LOT 100, KOKO JELLY and COCOPIE, underwent a brand refresh, boasting new improved appearance and packaging.

“Our regional footprint expansion was solidified with the groundbreaking of our new manufacturing plant in Cambodia’s Suvannaphum Special Economic Zone.”



Our regional footprint expansion was solidified with the groundbreaking of our new manufacturing plant in Cambodia’s Suvannaphum Special Economic Zone. This milestone is a key part of our growth strategy to enhance our presence in Indochina, localise our operations, improve supply chain stability and create jobs, positively impacting the local community. This expansion reflects our dedication to sustainable growth and contribute to the socio-economic development of the areas we serve.

In Gemas, we have made steady progress on F&N AgriValley, having laid the foundations for the farm. Despite recent setback that delayed the arrival of our first batch of heifers, I remain confident of achieving our ambition in contributing towards food security for the nation in line with Malaysia Madani.

CREATING VALUE FOR OUR STAKEHOLDERS

The F&N brand has grown from strength to strength over the last 141 years because we have never wavered in delivering on our promise of *Pure Enjoyment, Pure Goodness*. From the beginning, F&N has delighted consumers with products that are as nutritious as they are delicious. Recently, we have been placing greater emphasis on the goodness of our products to play our part in nurturing a healthier nation.

CHAIRMAN'S MESSAGE

PROFIT BEFORE TAX
RM697.0 million

DIVIDEND FOR THE YEAR
63 sen per share *

PROFIT FOR THE YEAR
RM544.3 million

BASIC EARNINGS PER SHARE
148.2 sen

* Included proposed final dividend of 33.0 sen per share, which will only be recognised in the financial statements upon shareholders' approval.

CHAIRMAN'S MESSAGE

This year, in conjunction with the launch of our wellness campaign *Jom Sihat, Kekal Cergas*, we debuted F&N SEASONS Ice Lemon Tea Zero Sugar, adding to our already extensive Healthier Choice portfolio. We also introduced 100PLUS ZERO in cans, making them more accessible to consumers.

In support of Malaysians' well-being, we distributed 100PLUS during the nationwide heatwave from April to June, providing hydration at major highways as Malaysians *balik kampung* during the holy month of Ramadan.



“In support of Malaysians’ well-being, we distributed 100PLUS during the nationwide heatwave from April to June, providing hydration at major highways as Malaysians balik kampung during the holy month of Ramadan.”

We also extended our 100PLUS partnership with the National Sports Council (NSC) for another five years until 2028, continuing our role as the exclusive Official Isotonic and Electrolyte Sponsor since 2000. The extension gives us the opportunity to continue to contribute towards Malaysian sports and promote a healthier lifestyle among all Malaysians.

Meanwhile, F&N Dairies Thailand (FNDT) responded to the growing trend for wellness and healthier products by launching a new formulated Magnolia Ginkgo UHT, now with double the amount of Ginkgo and more Vitamin B12 content. In addition, FNDT introduced NutriWell Soy Milk UHT in two flavours - Flaxseed Oil and Oat & Quinoa, each high in protein, vitamins and fibre.

Another way in which we create societal value is through promotion of the Halal industry, ensuring inclusivity in the food and beverage (F&B) market. Beyond our products, we continue to serve as thought leaders in the Halal space, collaborating with stakeholders like Halal Development Corporation Berhad (HDC) to raise awareness of the quality and diversity of Halal offerings. This year, we took part in HDC’s World Halal Business Conference during Malaysia International Halal Showcase (MIHAS) 2024, exchanging knowledge as a panellist in the topic of *Building a Sustainable Future Through Halal Economy*.

In April, we participated in the Halal Business Linkage and Business Matching event, a platform organised by HDC to foster partnerships between large local and multinational companies and small and medium-sized enterprises (SMEs). At the event, more than 15 SMEs engaged with the Group as potential vendors during the Business Matching segment. Meanwhile, the Group continues to mentor six SMEs under the Halal Sourcing Programme in collaboration with HDC, with four SMEs being qualified as our vendors.



Our employees will always be one of our most important stakeholders, and we prioritise their well-being through both professional and personal initiatives. To promote healthy lifestyles, we held various sports tournaments, weekly workouts and health talks. We also continued to provide complimentary influenza vaccination to more than 1,200 employees from 19 locations nationwide this year.

Today, as we rapidly digitalise our operations, we ensure all employees are up to speed with the skills required to adapt to new ways of working. About 100 employees underwent AI training this year as part of Gen-AI adoption programmes. In the coming year, our goal is to ensure that every executive in our workforce understands the fundamentals of Gen-AI, how it can be leveraged in our workplace, and the importance of data security and protection.

A programme close to my heart is the F&N Chairman’s Award, which celebrates the academic and extra-curricular accomplishments of our employees’ children. In February, we awarded a total of RM260,000 to 89 school students for outstanding performance in the Sijil Pelajaran Malaysia (SPM), International General Certificate of Secondary Education (IGCSE) and tertiary education.

“In February, we awarded a total of RM260,000 to 89 children of our employees for their outstanding academic and extra-curricular accomplishments.”



Just as we support and nurture our employees, they contribute wholeheartedly to our community programmes which serve to uplift the marginalised and/or underprivileged, as well as to offer a lending hand to victims of natural disasters.

In East Malaysia, our teams reached out to over 60 flood-affected homes in Kuching and Kota Kinabalu, distributing our products such as F&N Ice Mountain drinking water, F&N SEASONS Soybean milk, F&N Magnolia UHT, 100PLUS ZERO, and Sri Nona Ketupat when they grappled with a sudden flood.

In FY2024, we positively impacted over 100,000 lives within the less fortunate community through our social initiatives. Many of these activities were conducted in collaboration with partners like Yayasan Bursa Malaysia,

the Ministry of Education (MOE), MySkills Foundation, Mydin, the National Athletes Welfare Foundation (Yakeb), and the National Sports Council.

As we grow our presence in East Malaysia, we would like to make a meaningful contribution to local communities there. In 2024, we partnered with the Bung Jagoi Development Committee (JADC) to plant 200 trees in the Bidayuh village of Bau, Kuching - a prelude to our larger collaboration on water conservation at Bung Jagoi Heritage Village, Sarawak. This will ensure access to clean water and support ecotourism, benefitting the Jagoi Bidayuh community. Meanwhile in Kota Kinabalu, we collaborated with the Kota Kinabalu Industrial Park (KKIP) Investors Council (KIC) in a programme to protect and preserve Sungai Telipok, which flows in the vicinity of KKIP.

CHAIRMAN'S MESSAGE

In Thailand, we expanded our support for Wat Kok Mayom School, located near our Rojana factory by donating 20 sets of computers to the school. This contribution is designed to enhance educational opportunities for local students, providing them with essential technology and resources to foster their academic growth and development.

As we develop the farm at F&N AgriValley, we are also strengthening our ties with the local community around Gemas, Negeri Sembilan to better understand their needs and contribute to the local economy and environment. To date, we have engaged with over 20 institutions, including local schools, Pejabat Daerah Kecil dan Tanah Gemas, Tampin District Office and Royal Malaysia Police, through various activities ranging from friendly sports matches and roundtable discussions to educational talks for children.

Our performance this financial year reaffirms our resilience in an ever-evolving environment. We achieved a commendable profit and maintained a strong cash position despite increased start-up costs and taxes. It gives me pleasure to share that the Board has decided to offer a final single tier dividend of 33 sen per share, subject to shareholders’ approval at the forthcoming Annual General Meeting. The total dividend for the year would amount to 63 sen per share (FY2023: 60 sen per share excluding an additional special dividend of 17 sen per share), bringing the total dividend payout for FY2024 to RM231.1 million.

“The total dividend for the year would amount to 63 sen per share bringing the total dividend payout to RM231.1 million.”



CAPTURING VALUE THROUGH SUSTAINABILITY

At F&NHB, we firmly believe that embracing sustainability enables us to capture value not only for ourselves and our shareholders but also for our stakeholders, community and the environment in the long run. Our objective is to ensure that every decision we make considers our environmental and social impact. Over the past few years, F&NHB has made significant investments to enhance and adopt greener practices, reinforcing our commitment to a sustainable future for all.

We continue to make progress in aligning with the Task Force on Climate-related Financial Disclosures (TCFD) recommendations to address our climate change risks and opportunities. Now in our third year of TCFD, we are also looking at transition opportunities such as increased availability of low-carbon technologies particularly renewable energy.

This year, recognising that dairy farm operations will introduce fresh environmental concerns, a materiality assessment was conducted to identify and address key issues related to dairy farming. A carbon projection study to estimate the farm’s carbon footprint is also in progress, following which we will create a customised decarbonisation strategy to further reduce our carbon impact.

We have maintained our commitment to renewable energy by increasing our solar photovoltaic (PV) capacity throughout our operations. This year, we added over 6.38 MWp solar PV panels at five of our plants in Malaysia, further reducing our greenhouse gas (GHG) emissions by 6,600 MT CO₂e annually while delivering savings of up to RM3.9 million per year.

Additionally, we have implemented an internal carbon pricing initiative, an essential tool that drives accountability and advances carbon reduction efforts across our business units. By assigning a cost to carbon emissions, this initiative encourages more efficient and sustainable practices, reinforcing our dedication to creating a low-carbon future. Meanwhile, broad-based training on ESG is progressing well with the Board and Management undergoing a session on IFRS Standards.

Our commitment to build a “better business,” contribute to a “better planet,” and nurture a “better society” extends beyond our backyard to our external stakeholders. Through our F&N Business Partner Award Programme, we continue to support and uplift our business partners, helping them enhance their quality of service and encouraging alignment with our values and sustainability goals. To date, this annual programme has empowered 19 local suppliers in Malaysia to grow with F&NHB and become regional suppliers.

In Thailand, we have been actively building the capabilities of over 2,000 farmers from 10 milk cooperatives through our Farming Excellence System since 2013.

This programme consists of capacity-building initiatives, supply of equipment and technology, as well as regular audits to improve the farmers productivity, quality, and sustainability practices as part of a circular economy approach.

This year, we supported the Lam-Phaya Klang Dairy Cooperative at Saraburi Province by providing a Somatic Cell Counter to help enhance fresh milk quality. This initiative contributes to the cooperative’s efforts in improving milk production standards, ensuring higher quality and safety for consumers. Additionally, our team in Thailand further reinforced our environmental commitment by planting 450 trees and 1,200 seed balls in clay soil at Salakpra Wildlife Sanctuary, Kanjanaburi province.

“We have been actively building the capabilities of over 2,000 farmers from 10 milk cooperatives in Thailand through our Farming Excellence System since 2013.”



CHAIRMAN'S MESSAGE

AWARDS & RECOGNITION

We are driven to excellence in our operations to create value for the Group and our valued stakeholders; and it is always uplifting when our efforts are recognised. During the year, we were honoured with awards validating our corporate governance, sustainability efforts and human resources practices as well as our brand performance.

F&NHB was among the Top 50 companies awarded an Excellence Award organised by Minority Shareholders Watch Group at its National Corporate Governance & Sustainability Awards (NACGSA) 2024. As a result of transparency and integrity brought about by good governance, as well as greater alignment with the TCFD, we also secured a win at the PwC Malaysia's Building Trust Awards 2023 in the FBM Mid-70 Index category, with two special mentions for PwC Malaysia's Public Trust Perception Analysis and ESG Reporting Benchmarking Analysis.

Our commitment to empowering employees through a supportive work environment, continuous training, and active engagement was also recognised. These included four wins at the Employee Experience Awards 2024, among these are a Gold award for our Innovative and Sustainable Office Design and; two Silver Awards for Best Rewards and Recognition Programme, and our HR communication strategy;

At the Malaysia Best Employer Brand Awards 2024, F&NHB was recognised for Excellence in Training and Talent Management; while F&N Beverages Marketing Sdn Bhd (East Malaysia) was honoured for Promoting Health in the Workplace; and Sri Nona Food Manufacturing Sdn Bhd received the Award for Best HR Strategy in Line with Business.

Meanwhile, it was with pride to note that the Group has risen from being among the Top 5 Employers of Choice for Graduates to Work for in the Fast-Moving Consumer Goods category to the Top 3 Employers of Choice at the Graduates' Choice Award 2024.

Among our brands, 100PLUS was once again the Gold Winner in the Non-Alcoholic Beverage category at Putra Brand Awards 2023, also known as The People's Choice award. This affirms the deep relationship that has been formed with consumers, which is something we truly value and will continue to develop.

Meanwhile, FNDT clinched five awards, including the CSR-DIW Continuous Award 2024 by the Department of Industrial Works, Zero Accident Award 2024 by Thailand Institute of Occupational Safety and Health and the Green Industry Level 4 by the Department of Industrial Works. These awards are testament to our focus on the health and safety of our employees and the way we work.



ACKNOWLEDGEMENTS

The achievements that F&NHB is enjoying today are the result of not only the dedication of everyone in the Group, but also the invaluable contributions and support of our stakeholders. I would therefore like to take this opportunity to thank our numerous business partners, suppliers, and distributors as well as our customers and consumers, and especially our shareholders for being with us over the years.

I feel privileged to work alongside an astute management team as well as to have the support of a dedicated and diverse Board. I would like to thank the entire leadership team for steering the Group through various challenges without losing our direction as we grow our brands and capture value for everyone. Most of all, a heartfelt appreciation to all our employees for their hard work and full-hearted support of F&NHB's vision.

This year, we also bid farewell to Mr. David Siew, who will be leaving after the Annual General Meeting upon completing his nine-year term as an Independent Non-Executive Director. On behalf of the Board, I would like to extend our deepest gratitude for his dedicated service and invaluable contributions over the past nine years. We wish him every success in his future endeavours.

To all our stakeholders, I would like to reaffirm F&NHB's commitment to sustainable growth which will enable us to create even more value for you. It has been a very progressive year in this regard, and we look forward to seeing the fruit of our labour in the near future.

Y.A.M. TENGKU SYARIF BENDAHARA PERLIS
SYED BADARUDIN JAMALULLAIL
IBNI ALMARHUM TUANKU SYED PUTRA JAMALULLAIL
Chairman

Q&A WITH OUR CEO

How would you sum up the financial year 2024 for F&NHB?

FY2024 was a forward-looking year in which we captured value while channelling our capital into areas for growth. A great deal of effort and resources went into developing our dairy and Halal food pillars, both of which demonstrate promising returns and value.

We have integrated Sri Nona and Cocoaland into one entity, Sri Nona Foods. In FY2024, we focused on standardising operations within our food pillar and with other existing units of F&NHB for greater operational efficiency and synergy.

We also established a new subsidiary in Cambodia, which we recognise as being a young and fast-growing market.

This year required a more strategic approach to managing our finances. With the start-up investments in F&N AgriValley and the expiration of certain tax incentives, we placed greater focus on financial vigilance.

In Thailand, we are proactively managing the gradual reduction of capital expenditure rebates, ensuring we remain efficient in value capture as we transition to the full phase-out next year. In FY2024, we incurred an additional RM32.4 million in withholding tax on dividends from Thailand alone.

Our exports were challenged by geopolitical tensions which impacted global trade and logistics this year. Nevertheless, we successfully navigated these challenges by maintaining an effective country mix and leveraging a robust domestic market.

Throughout FY2024, F&NHB maintained growth across our existing food and beverage operations while successfully integrating new businesses and setting up our agriculture pillar.

Overall, we are pleased with the Group's performance as we achieved very commendable results and maintained a strong cash position against a less-than-conducive backdrop for the industry.



LIM YEW HOE
Chief Executive Officer

Q&A WITH OUR CEO



Q Could you elaborate on F&NHB’s financial results for the year?

F&NHB sustained its growth for FY2024 with revenue growing by 4.9% to RM5.25 billion, up from RM5.0 billion last year, primarily fuelled by higher domestic sales from F&B Malaysia and F&B Thailand, and exports to Cambodia. Beverages, water and dairy products were key performance drivers this year.

Group operating profit for FY2024 increased by 10.4% to RM709.5 million, compared to RM642.9 million in the previous year, while Group profit before tax improved by 11.6% over last year, attributed to higher profits from both F&B Malaysia and F&B Thailand, despite adjustments of non-operating items, restructuring costs, and start-up costs for F&N AgriValley.

F&B Malaysia's full year revenue grew by 3.5% to RM2.95 billion, mainly driven by strong domestic sales from festive demand and sustained momentum across all channels. This was supported by successful market penetration and demand-generation campaigns, such as the F&N Rasa Pasti Gempak, Kipid 100 and Magnolia Garfield campaigns.

Excluding one-off non-operating items, adjusted operating profit for F&B Malaysia rose 33.4% to RM305.6 million on the back of higher revenue, improved margins from favourable product/country mix and lower input costs (except sugar, rice, gelatine and cocoa powder). This year, we have clearly seen the economic advantages of the restructuring and strategic refocusing efforts implemented in recent years.



While F&B Malaysia's export were affected by the Red Sea shipping crisis and higher freight charges, the decline in the African and American markets was offset by increased sales in the Middle East and North Africa (MENA) region and Greater China. Despite challenges, we expanded our beverage presence with the launch of 100PLUS in Sri Lanka, Australia, Hong Kong, and China, along with dairy products in the Philippines and China. We also collaborated closely with key accounts and potential customers to develop new recipes and packaging tailored to meet local market needs.

F&B Thailand recorded RM2.29 billion in revenue for FY2024, reflecting a 6.7% increase over last year (5.7% in THB). This was mainly driven by export sales to Cambodia following a highly successful nationwide promotion. Domestic sales were partly dampened by a limited supply of fresh milk and margin protection initiatives for certain products.

Excluding the impairment loss on plant and equipment in previous year, F&B Thailand's adjusted operating profit for FY2024 grew by 18.9% (17.8% in THB) to RM449.9 million. This compared well with RM378.3 million in FY2023, due to higher volume, lower commodity prices and supply chain savings and partially offset with higher advertising and promotions spending to support new products.

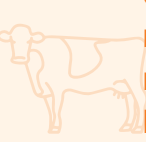


Q Please tell us more about the development of F&N AgriValley.

In FY2024, we concentrated on establishing the groundwork for F&N AgriValley and made significant strides in the construction of the farm. Our investment strategy is centered on three core objectives:

- 1 To build the world’s best dairy barns, ensuring maximum comfort for our cattle.**


- 2 To import the highest-performing dairy cows globally, minimising the need for additional barns.**


- 3 To grow our own crop to provide the best possible feed at the lowest costs.**



Together, these efforts will deliver world-class fresh milk to Malaysian consumers at affordable prices.

However, in late October 2024, we experienced a setback that prevented the arrival of the first batch of heifers from the USA, following the suspension of breeding cattle importation by the Department of Veterinary Services due to Avian flu outbreak concerns. We selected USA cows because they represent the finest Holstein breed in the world. Their loss was not only a setback for F&N but also a loss for Malaysia as a whole.

No doubt, the Group is disappointed by this recent development, especially having taken every precautionary measure to ensure the cattle is disease-free and in compliance with the protocols established between the governments of the USA and Malaysia. While the Group explores alternative sources for the cattle, we continue to focus on the remaining components of the integrated farm.

Q&A WITH OUR CEO

No doubt, fresh milk from F&N AgriValley will be a star addition to your Healthier Choice portfolio. What other advances have you made in providing consumers with healthier products?

I'm pleased to share that in FY2024, we achieved our goal of having at least two-thirds of our total ready-to-drink portfolio endorsed as 'healthier choice' in Malaysia and Thailand, thanks to concerted efforts over the years to reducing the sugar, fat and sodium content across our products. In fact, over 90% of our products sold today contain zero to 5% sugar. This has been made possible through focus by our R&D team on innovating recipes that stay true to our brand promise of *Pure Enjoyment, Pure Goodness*.

In September 2024, we reinforced our commitment to consumer well-being with our wellness campaign, *Jom Sihat, Kekal Cergas*, in collaboration with Mydin. The campaign stressed the importance of leading a balanced lifestyle and making healthier food choices, showcasing all our healthier options. In conjunction with this campaign, we launched F&N SEASONS Ice Lemon Tea Zero sugar in Malaysia, a new addition to our extensive portfolio of Healthier Choice products.

To meet the increased demand for healthier products among Thais, FNDT launched NutriWell Soy Milk UHT WITH OMEGA FROM FLAXSEED and OAT & QUINOA. The beverage is specially crafted using a patented extraction technology that maximises nutrition from soybeans.

We also refreshed the packaging of several products in our Healthier Choice portfolio to enhance their functionality for different occasions. 100PLUS ZERO is now available in 325ml cans for on-the-go consumption, and F&N SEASONS Apple and Lychee in 1 litre beverage carton.

In East Malaysia, 100PLUS served as the official drink for the Agenda Nasional Malaysia Sihat – Sabah Maju Jaya event in June 2024. Initiated by the Ministry of Health, the programme promoted an active lifestyle for Malaysians of all ages.

Meanwhile, in Brunei, F&N supported the 15th anniversary celebration of the country's Health Promotion Centre by distributing BORNEO SPRINGS Natural Mineral Water and F&N SEASONS Soya to over 800 students.

“We also refreshed the packaging of several products in our Healthier Choice portfolio to enhance their functionality for different occasions.”



100PLUS is a clear leader in the isotonic segment, partly because of its support of the development of sports and athletes in Malaysia. How did the brand strengthen its ties to sports in FY2024?

100PLUS has a deeply entrenched legacy and interest in championing the local sports community and proudly supporting our nation's athletes at every level. This year, the brand continued to make its presence felt at various events both locally and internationally.

Following the Paris 2024 Olympics, 100PLUS honoured national shuttlers and 100PLUS Brand Ambassadors Lee Zii Jia, Aaron Chia and Soh Wooi Yik, with cash incentives for their smashing performance on the world stage.

Back home, 100PLUS was proud to be a GOLD Sponsor of the SUKMA and PARA SUKMA XXI Sarawak 2024, an extensive event held across nine Sarawak divisions. We have actively supported major sports events across Malaysia, including the Powerman Malaysia 2024 Duathlon, Standard Chartered Kuala Lumpur Marathon, Bursa Bull Charge 2024, Sukan Sabah 2024, and the REDLINE Fitness Games. These initiatives reflect our ongoing commitment to fostering a more active community.



Supporting grassroots development is a big part of our mission, too. For over 20 years, 100PLUS has partnered with the Badminton Association of Malaysia (BAM), nurturing young talent through the 100PLUS Junior Elite Tour, which has helped shape national stars like Tan Wee Kiong, Goh V Shem, and Goh Liu Ying.

100PLUS also has long-standing active commitment to developing junior golf in Malaysia through the 100PLUS SRIXON Junior Championship, which provides a competitive international platform for Malaysian junior golfers to test their abilities against peers from Asia-Pacific.

In addition to serving as the official hydration partner for major football and futsal events across the country, we also support youth development initiatives in primary schools, where we focus on nurturing young talent through the Liga Bola Sepak Kementerian Pendidikan Malaysia (KPM) 100PLUS, an annual competition held from June to November 2024, which this year saw enthusiastic participation by 26 schools.

Notably, 100PLUS extended its partnership with the National Sports Council (NSC) as the exclusive Official Isotonic and Electrolyte Sponsor for the next five years.

Thanks to all these dedicated efforts, 100PLUS retained its position as the top brand in the isotonic and carbonated soft drinks category.

“Back home, 100PLUS was proud to be a GOLD Sponsor of the SUKMA and PARA SUKMA XXI Sarawak 2024, an extensive event held across nine Sarawak divisions.”

Q&A WITH OUR CEO

In FY2023, you had begun the process of integrating Sri Nona and Cocoaland. Any updates on this front?

We successfully integrated Sri Nona and Cocoaland into a single entity, which entailed standardising operations, systems and restructuring human capital and management. At the same time, we refreshed several brands, such as LOT 100, COCOPIE and ROTONG, which now sport a new appearance and packaging. Additionally, Sri Nona is now leveraging F&N's distribution network, enabling us to widen the distribution of our culinary products.

Rising commodity prices, such as that for rice, gelatine, and cocoa powder, required a careful recalibration of pricing for certain products, all while keeping a keen eye on consumer spending trends. Despite this, our food segment sustained healthy profits, thanks to strong margin management and operational efficiency.

Looking ahead, we will focus on amplifying our distribution efforts to make our products even more accessible, especially in East Malaysia where we see strong potential for Sri Nona's culinary products. Following the brand refresh, we will strengthen brand identity of our products and harness data analytics to enhance decision making, gain consumer insights and optimise distribution strategies.



What are the highlights of F&N Dairies Thailand (FNDT) in FY2024?

Other than the launch campaign of NutriWell Soy Milk UHT, FNDT celebrated TEAPOT's 15th anniversary with a nationwide promotional campaign that rewarded both operators and consumers with lucky draw prizes. To strengthen TEAPOT's brand and to drive usage, we launched a new communication initiative to engage beverage and bakery operators, highlighting the unique qualities of TEAPOT Extra 1 litre and TEAPOT Evaporated Milk, tailored to meet their specific needs.

As a result of successful brand outreach initiatives, total TEAPOT grew 40% compared to the condensed milk market growth of 9%, while TEAPOT Sweetened Condensed Milk grew 23% compared to market growth of 5%, contributing to TEAPOT securing the No. 2 position in the total condensed milk market. It is also worth noting that sales for TEAPOT Evaporated Creamer UHT milk in 1 litre pack grew from zero to 1 million cartons per year within two years due to consistent brand building investments year after year, demonstrating not only the strength of our brands, but effective planning and execution by the team.

FNDT also focused on strengthening the Carnation brand and driving usage among in-home consumers and F&N operators by enlisting local celebrity Mike Pattaradet in a campaign to encourage home users to use Carnation Evaporated Milk as a healthier substitute for coconut milk in popular home-cooked Thai recipes, as well as Carnation Sweetened Condensed Milk in beverages.

To promote the product among operators, Carnation collaborated with restaurants and cafes to create special menus utilising the product, supported by social media Key Opinion Leaders (KOLs) and a reward programme.



Cambodia delivered strong results this year, with revenue growth exceeding 40%, driven by a successful nationwide campaign that prepared the market ahead of establishing our subsidiary.

Finally, it was encouraging to see increased cost efficiencies across our Thai operations, which helped to boost profits. In particular, the team successfully reduced distribution costs while benefitting from lower input costs due to a decrease in the price of commodities (except for sugar and fresh milk).

“TEAPOT Evaporated Creamer UHT Milk in 1 litre pack grew its volume to one million cartons per year within two years due to consistent brand buildup investments year after year.”

In February 2024, F&NHB announced it is investing into a manufacturing plant in Cambodia. Talk us through the rationale for this move?

There are primarily two objectives for export. The first is to utilise excess capacity domestically to achieve greater economies of scale. The second is to expand overseas export operations to a level that enables local production. Cambodia aligns with this second objective.

This investment is a natural progression of our strategy to grow our export pillar, and Cambodia has proven to be one of our more successful export markets. By setting up a manufacturing plant in the country, we can localise our operations and reduce not only export costs from Thailand, but our carbon footprint associated with transporting to the country as well.

Today, Cambodia is powered by cross-border trade. By setting up a plant, we have better control and visibility from factory to shop floor, increasing efficiencies in supplying to the market. At the same time, it would free up capacity in our existing manufacturing plants to further grow in Malaysia, Thailand and other export markets. Indeed, we believe there are significant opportunities for growth in Cambodia.

Localising some production is not the only thing we will do. Our Cambodia team will be expanded, and with that, we will have more resources to bring more of our portfolio of products including Halal food and confectionery into the market.

Cambodia is not the first of our foreign subsidiaries but is the first we have set up in a while. We plan to replicate the same concept in other suitable countries in the near future.

Q&A WITH OUR CEO

Q&A WITH OUR CEO

F&NHB is gaining recognition for your sustainability/ESG programmes. How have you further strengthened your sustainability platform in FY2024?

For ESG, we firmly believe in the principle of doing what we say by taking actionable steps now that demonstrate our dedication to sustainability and accountability, rather than merely outlining long-term goals.

In this context, while none of our peers have accomplished this, we have achieved 100% RSPO certification. Since 2020, F&NHB has ensured that all palm oil used is RSPO-certified, primarily through RSPO credits. For 2024, we utilised 80% Certified Sustainable Palm Oil and the remaining 20% with RSPO credits. Our goal is to reach 100% RSPO-certified palm oil usage by 2025.

Furthermore, we have invested significantly on solar energy. In 2024, we expanded the solar photovoltaic (PV) roof panels at five of our plants in Malaysia, which will generate an additional 6 million kWh of electricity annually - equivalent to about 29,000 trees in CO₂ offset.

As we prepare to enter the dairy sector through F&N AgriValley, we recognise that we are still in the learning phase. However, our goal is to establish an integrated dairy farm that is both self-sufficient and sustainable. The farm will feature a biodigester where cattle waste will be used to fuel internal operations, reducing our electricity consumption and carbon emissions. We also plan to incorporate solar power, so the farm runs on renewable energy. Additionally, that will be a few reservoirs that will collect and channel rainwater for our cattle.



“Indeed, our primary objective from the outset has been to make fresh milk more accessible and affordable for all Malaysians, thereby contributing to the country’s food security.”

Self-sufficiency at the farm will allow us better control on costs thereby keeping the price of our fresh milk affordable. Indeed, our primary objective from the outset has been to make fresh milk more accessible and affordable for all Malaysians, thereby contributing to the country’s food security.

This ambition to nurturing future generations is what drives the enthusiasm among everyone at F&NHB for the dairy farm, and we are all united in our efforts to turn this dream into reality.

What is the outlook and what are your priorities for F&NHB in FY2025?

We expect our margins will remain tight in FY2025 given the full removal of tax rebates in Thailand and higher start-up costs for our dairy farm. Nevertheless, we are confident of making up for the increase in expenditure as we continue to capture value by optimising our assets and operations in Malaysia and Thailand.

It is unfortunate our plans to contribute to enhancing the nation’s food security in line with the Malaysia Madani framework were delayed. We are actively exploring options.

Despite the temporary setback, I am confident in the Group’s financial strength, solid cash flow position and strategic plans moving forward. Our ongoing investments, such as new lines for carbonated beverages and drinking water in Butterworth, sterilised milk filling and packing line in Pulau Indah, as well as a new chocolate manufacturing line in Rawang, are aligned with the Group’s long-term growth strategy. This complements existing operations and positions the Group to capture value for the future. Meanwhile, the development of our dairy manufacturing plant in Cambodia is also on track to bolster our presence in that market.

As we look ahead, the Group is committed to driving growth through the strategic objectives of ‘Reach Competitively’ and ‘Digital’ for Growth while remaining vigilant and agile in response to market shifts, geopolitical uncertainties and macroeconomic changes.

In this year’s Employee Town Hall, themed *Future Now*, I emphasised the need for the adoption of AI and automation to flatten our command chain, value chain and supply chain. Streamlining these processes will allow us to enhance operational efficiency, improve our responsiveness to market changes, and foster a more collaborative work environment. This strategic focus will empower our teams to make quicker decisions, drive innovation, and better serve our customers, ultimately positioning us for sustained growth and success in an increasingly competitive landscape.



Any concluding remarks?

F&NHB is at a very exciting point in our business evolution, as we venture into the agriculture segment that is new to us. We recognise that it will bring various challenges; yet we remain confident in making a success of our fresh milk pillar as we have been thorough in doing our groundwork.

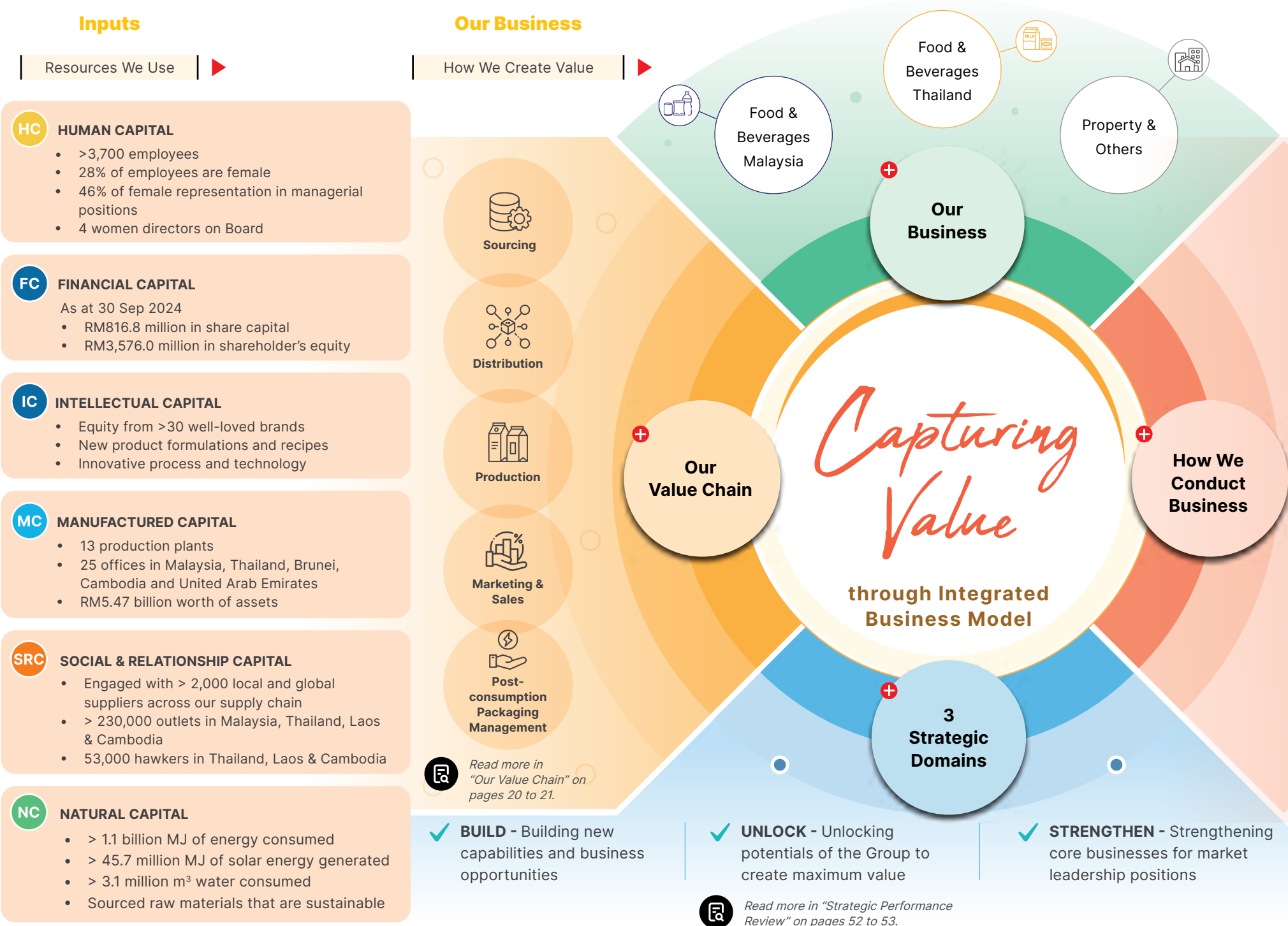
Our people will be critical in the next phase of our onward journey, as they have been up to now. And we are committed to providing them with all the training and technology support they need to grow professionally and, in turn, grow our business effectively. Our employees have always risen to the occasion in the past, and we have no doubt that they will continue to prove their mettle in the current scenario.

I would like to thank everyone for their hard work and commitment to our goals and vision for the Group. As always, our Board of Directors has been a pillar of strength, guiding the Group as we explore new territory. Thank you to each Director for your wise counsel and objectivity.

I would be remiss if I did not also acknowledge the contributions of our external stakeholders, from our shareholders to our business partners and customers. Rest assured that as we enter a new phase in our ongoing journey, we will make every effort to capture value for F&NHB and in the process create greater value for you.

LIM YEW HOE
Chief Executive Officer

VALUE CREATION BUSINESS MODEL



VALUE CREATION BUSINESS MODEL

Vision

To be a stable and sustainable food and beverage (F&B) leader in the ASEAN region.

Mission

To be ASEAN's leading provider of quality and innovative products that consumers choose and trust.

Core Values

- Collaboration
- Creating Values
- Caring for Stakeholders

Supported by Strong Governance & Effective Board Leadership

CORE AREAS OF SUSTAINABILITY

- Responsible Business Practice
- Responsible Product Stewardship
- Responsible Supply Chain
- Create Value for Society
- Empower Our People
- Operational Eco-efficiency
- Value Chain Impacts

Read more in our 2024 Sustainability Report.

OPERATING ENVIRONMENT

- Moderating Inflation & Cost of Living
- Increasing Health-consciousness
- Greater ESG Stakeholder Expectations
- Maintaining an Edge in Digital Era

Read more in "Market Review" on pages 44 to 45.

- HC HUMAN CAPITAL**
- Paid RM383.2 million in total employee remuneration & benefits
 - Employed 382 new employees
 - Provided training and development to employees
 - Executives : 34 average training hours
 - Non-executives : 12 average training hours
 - Awarded RM260,000 to 89 children of employees under F&N Chairman's Award

- FC FINANCIAL CAPITAL**
- Revenue : RM5,245.6 million
 - Profit before Tax : RM697.0 million
 - Profit for the Year : RM544.3 million
 - Dividend per Share : 63.0 sen*
 - Total Dividend Payout : RM293.4 million
 - Economic Value Retained : RM249.3 million

* Included proposed final dividend of 33.0 sen per share, which will only be recognised in the financial statements upon shareholders' approval.

- IC INTELLECTUAL CAPITAL**
- F&N Introduced various innovative solutions for our customers in 93 countries nationwide
 - Launched 14 new products and packaging formats
 - 82 products endorsed with Healthier Choice Logo

- MC MANUFACTURED CAPITAL**
- Capital investment of >RM1.5 billion over past five years

- SRC SOCIAL & RELATIONSHIP CAPITAL**
- Social Investment of >RM1.5 million to support >100,000 beneficiaries

- NC NATURAL CAPITAL**
- Energy Intensity (MJ/MT) : 867.74
 - GHG Emissions Intensity (MTCO₂e/MT) : 0.064
 - Water Intensity (m³/MT) : 2.37
 - Solid Waste Recycling Rate : 94%
 - % of Recyclable Packaging : 98%
 - % of Recycled Content in Packaging : 25%

- Emp Employees
- Sup Suppliers
- S&I Shareholders and Investors
- Reg Regulators
- Con Consumers
- D&T Distributors and Trade Customers
- Com Communities

Capturing Value
for our Consumers

At F&NHB, we are dedicated to fulfilling the changing needs and preferences of our consumers with an ever-expanding portfolio of Halal-certified food, beverages, and dairy products. Whether it's a refreshing beverage, a wholesome meal, or a versatile snack, we offer a wide variety of food and beverages for every occasion, helping our customers make choices that align with their values and well-being.



STRATEGIC REVIEW

MARKET REVIEW



The global economy is projected to slow slightly from 3.3% in 2023 to 3.2% in 2024. As in past years, emerging markets and developing countries are expected to grow faster than advanced economies, with a forecasted growth rate of 4.2% compared to 1.8%. However, these regions will likely encounter greater challenges, including geopolitical instability, supply chain disruptions, and climate-related events.¹

Cushioning these headwinds, emerging economies in Asia are experiencing accelerated demand for semiconductors and electronics, driven by significant investments in artificial intelligence (AI). Within the region, both Malaysia and Thailand are projected to see substantial increases in economic growth.

The tourism sector is expected to be a key driver of export growth for ASEAN countries in the medium term. As household incomes rise in major Asian consumer markets, international tourism is projected to grow, boosting travel to ASEAN destinations. This trend will benefit ASEAN economies where tourism plays a significant role in GDP, including Thailand, Cambodia, and the Philippines.²

Bank Negara Malaysia (BNM) cites strong domestic demand and expansion in exports as two key pillars responsible for current growth in the local economy. The Malaysian Government is expecting gross domestic product (GDP) growth to come in at between 4.8% and 5.3%³, up from 3.7% in 2023. In Thailand, the Finance Ministry is looking at growth of 2.7% compared to a more subdued 1.9% in 2023 with various government measures implemented to spark economic activity.⁴

¹ IMF's World Economic Outlook, October 2024

² https://www.oecd.org/content/dam/oecd/en/publications/reports/2024/05/economic-outlook-for-southeast-asia-china-and-india-2024_dfb30c0/3bbe7dfe-en.pdf

³ <https://www.straitstimes.com/business/malaysia-s-economic-growth-beats-estimates-in-third-quarter>

⁴ <https://www.reuters.com/markets/asia/thai-economy-expected-grow-3-next-year-finance-ministry-says-2024-10-31/>

STRATEGIC REVIEW
MARKET REVIEW

MARKET REVIEW

KEY MARKET TRENDS		OUR RESPONSE	
	MODERATING INFLATION AND COST OF LIVING Following the pandemic-induced spike in inflation to 3.38% in 2022, the cost of goods in Malaysia has been moderating. Inflation averaged 2.49% in 2023 and headline inflation (including food and energy prices) is expected to fall within the range of 2.0%-3.5% in 2024, with BNM not expecting it to exceed 3.0%⁵. Inflation for the first half of the year came in at 1.8%, but this is likely to increase as a result of the diesel subsidy implemented in June 2024 and spillover effects of global commodity prices. Despite stabilising inflation, Malaysians remain concerned about the prospects of price increases and personal income⁶. Meanwhile, in Thailand headline inflation from January to October was 0.26% and is expected to be below 0.5% for the full year, according to the Commerce Ministry.⁷	• We continue to track consumer sentiment in our key markets to price our products accordingly, while keeping customers' affordability as our top priority. • Continue to drive operational efficiency and energy savings, which helped to mitigate rising commodity and energy costs to maintain sustainable margins and keep our prices affordable.	• Introduced smaller pack sizes with proportionately lower prices, and value packs such as FARMHOUSE milk twin packs, economical 1.75 litre soft drinks and condensed milk in 2.5kg pouch to cater to different needs of our customers and consumers. • Maintaining brand excitement with engaging promotions, campaigns, and new flavours tailored to evolving tastes, reinforcing our promise of pure enjoyment. • To help employees manage rising living costs and inflation, F&NHB offers a flexible benefits scheme, allowing them to allocate funds across options tailored to their needs. Additionally, we have extended free annual health screenings to more employees to further support their well-being. • We also support our suppliers through the F&N Business Partner Award Programme, helping them improve service quality and expand their reach within the region.
	INCREASING HEALTH-CONSCIOUSNESS People the world over have been becoming more health conscious over the years, but the trend has accelerated since Covid-19 and is seen most prevalently among the younger age brackets. According to a recent McKinsey Future of Wellness report, Gen Z-ers (born between 1997 and 2012) and millennials (1981-1996) are purchasing more wellness products and services than older generations. This is because of more knowledge as well as having lived through the pandemic. An Asia-Pacific Health Priority Survey conducted by a herbal company confirmed a similar trend across ages in Malaysia. According to this study, about 75% of Malaysians are more focused on living a healthy, active lifestyle, and achieving a holistic approach to health. It added that about 79% of Malaysian respondents became more health conscious following the pandemic.⁸		
	GREATER ESG STAKEHOLDER EXPECTATIONS Among the most pressing global issue today is the sustainability of our planet. Following centuries of unchecked development, not only is the global temperature rising (resulting in extreme climate events such as floods, droughts, bush/forest fires, etc), we are also accumulating islands of plastic waste in our oceans. At the same time, economic development has been uneven, with a disproportionate share of the benefits of commerce and industry going to a small segment of the global population. Recognising the need for more responsible and equitable socio-economic development, not only governments but also investors, shareholders, consumers, employees and communities at large are demanding greater focus and investment by companies on environmental and social matters, accompanied by stronger governance.		
	MAINTAINING AN EDGE IN DIGITAL ERA As the business environment in Malaysia becomes more dynamic and competitive, it has become critical for all companies to integrate modern digital tools into daily operations to thrive. While the benefits of AI, machine learning (ML), automation, business intelligence (BI) and other technologies are evident in the way they are driving efficiencies and enhancing internal as well as external communication, including sales and marketing, there are also challenges. Key among these are: 1) ensuring the digital competencies of employees; 2) ensuring the integrity and security of data; and 3) having in place a coherent digital plan to ensure investments made are part of a well thought-out strategy.		

⁵ <https://theedgemalaysia.com/node/723065>
⁶ <https://www.nst.com.my/business/corporate/2024/06/1064502/consumer-demand-seen-stay-expansionary>

⁷ <https://www.reuters.com/markets/asia/thai-inflation-quickens-oct-still-below-central-bank-target-2024-11-06/>
⁸ <https://thesun.my/malaysia-news/79-malaysians-more-health-conscious-after-pandemic-survey-AA11339393>

STRATEGIC REVIEW

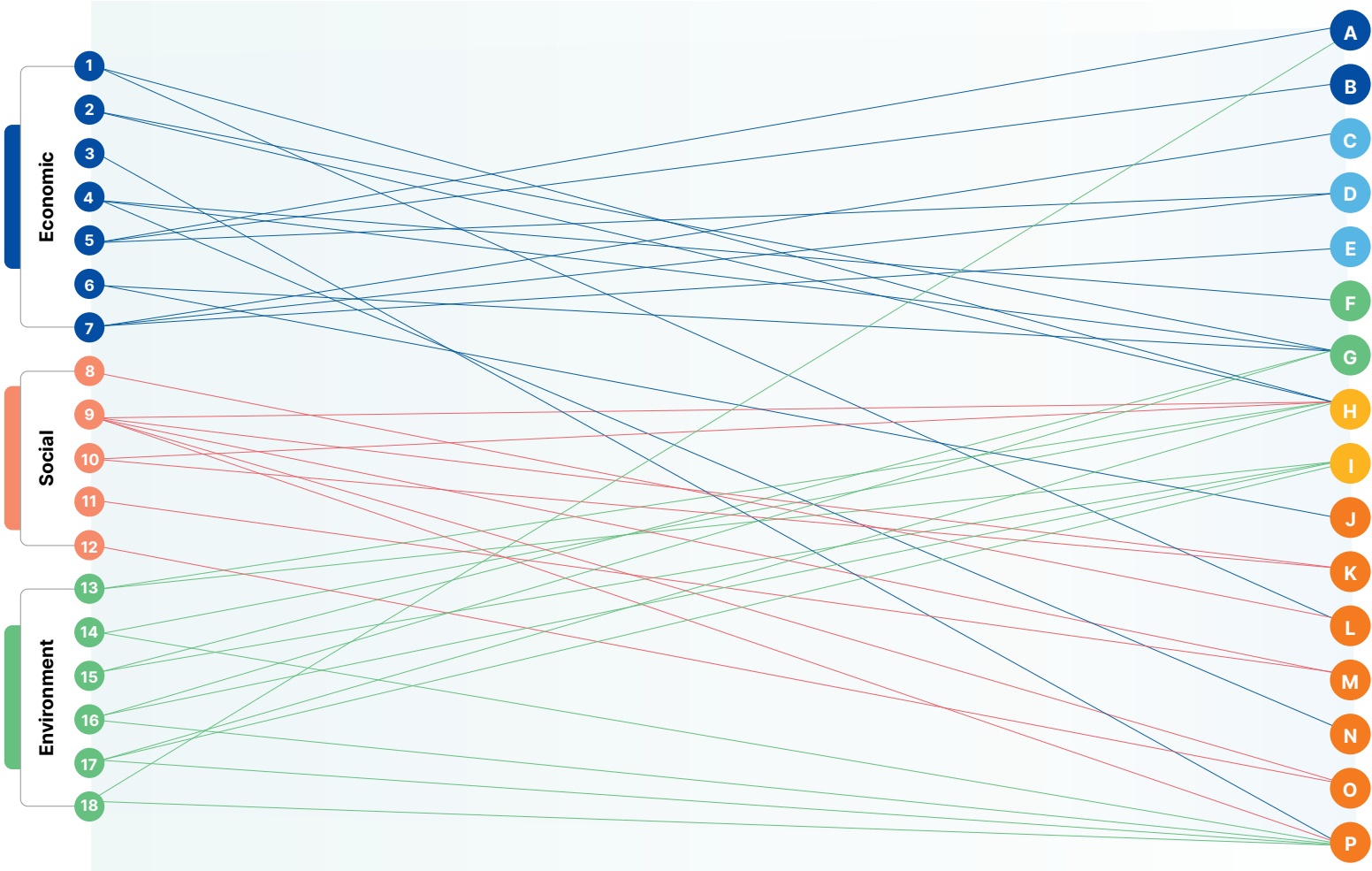
KEY RISKS AND MITIGATION

KEY RISKS AND MITIGATION

Material Issues

- 1
- Product Quality & Safety
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- Product & Service Labelling
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- Supply Chain Stewardship
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- Economic Performance
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- Climate Change
- 18
- Biodiversity

Key Risks



- A

Significant Increase in Commodity Prices
- B

Other Financial Risks
- C

Strategic Risk Involving New Business Investment
- D

Inability to Anticipate/Respond Timely to Changing Consumer Needs
- E

Risk from Disruptive Digital Technology & Innovation
- F

Corruption, Fraud, Pilferage & Ethical Risks
- G

Non-compliance with Laws, Rules, Regulations & Standards
- H

Managing Stakeholders, Expectations & Perceptions
- I

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- J

Political/International Instability & Geopolitical Risk
- K

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- L

Product Quality & Standards
- M

Health, Safety & Security
- N

Cyber Threats & Data Security Risk
- O

Talent Management & Succession Planning
- P

Supply Chain Risks
- Financial/economic
- Strategic
- Governance & Ethics
- Reputational
- Operational

Addressing Our Risks & Opportunities

Extreme weather events and other environmental concerns (emerging risk)

- Risk**
- Rising concerns associated with environmental impact such as extreme weather events, water-related risks, waste and pollution risks, and biodiversity loss.
- Mitigation actions**
- At F&N, we recognise the role of business in protecting the environment. The transition to a circular economy offers opportunities to create business value as well as minimise environmental impacts.
- We are guided by our Environmental, Safety and Health Policy, which ensures all major plants in the group are ISO 14001:2015 (environmental management system) certified.
 - Environmental, Social & Governance (ESG) elements are considered and integrated into our business strategies, including capital expenditure investment(s) to ensure business resiliency.
 - Various environmental-related sustainability targets and metrics have been established, monitored, tracked and reported on periodic basis.
 - We undertake Environmental Impact Assessments prior to any project.
 - We partner with local communities to protect and preserve the environment.
 - We strive for zero waste as well as zero pollution through continuous improvement of our environmental management system.

Material Issue

- 17
- Climate Change
- 13
- Packaging
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- Waste Management
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- Energy
- 18
- Biodiversity

Significant increase in commodity prices (emerging risk)

- Risk**
- Commodities and material prices are influenced by the global and local supply and demand, weather conditions as well as regulatory changes imposed by the government. As such, any significant increase in prices of commodities and materials could impact the cost and profitability of our products.
- Mitigation actions**
- Commodities and materials price risk is managed through forward purchase of key commodities, active monitoring of commodities price trends, and vigilant sales forecasting and production planning.
 - In addition, we source from multiple suppliers and origin of commodities/materials as listed in our approved vendors list to enable us to respond ably in the event of shortage in supply and/or increase in price.
 - We also hedge our purchases using our enlarged and collective purchasing capability.
 - Price adjustment would be considered as last resort to protect profitability of the products.

Material Issue

- 5
- Economic Performance
- 18
- Biodiversity

STRATEGIC REVIEW

KEY RISKS AND MITIGATION

Exposure to fluctuations in exchange rates

Risk

In times of foreign currency market volatility, the Group is exposed to the risk of fluctuations in foreign exchange rates against the local currency due to:

- Importation of materials for production;
- Exports of goods are traded in foreign currency; and
- Overseas operations are valued in foreign currencies.

Mitigation actions

- The Group is guided by the Group Treasury Policy, which outlines the policy in hedging the identified and committed foreign exchange exposure.
- Typically, at least 60% of our forex requirements are hedged to manage fluctuating prices of commodities as well as forex movements.
- Exports serve as additional natural hedge to cushion the impact of depreciating local currencies.

Material Issue

5

Economic Performance

Product quality and standards

Risk

As a player in the food and beverage industry, the Group is exposed to risks associated with product quality and standards as product safety and quality are of paramount importance to the Group.

The exposure in product quality and standards may bring serious ramifications in terms of financial impact as well as reputational impact.

Mitigation actions

- Quality assurance cycle begins with suppliers’ pre-qualification and approval, source or origin of raw materials, manufacturing facilities and procedures, up to the distribution and storage of our products.
- Comprehensive policies and procedures established on processing, packaging and storage, equipment and plant sanitisation as well as employee personal hygiene to prevent contamination.
- Compliance with stringent quality systems in place such as ISO22000, Food Safety System Certification 22000 and HACCP Certification by Ministry of Health.
- Contingency plans on product traceability and product recall/withdrawal should such circumstances arise.

Material Issue

1

Product Quality & Safety

8

Nutrition

Ability to anticipate/respond timely to changing consumer needs (emerging risk)

Risk

Consumers are becoming more informed on nutritional facts of their diet and adoption of active/healthy lifestyles. This risk relates to the Group’s ability to stay competitive and relevant to consumer needs by building competitive advantage through innovation.

Should we fail to address the shift in the consumer trends nimbly and effectively, it may result in financial as well as reputational impact in the longer term.

Mitigation actions

- Prioritise Research & Development initiatives via continuous consumer insight analysis on developing new products and further improve our product offerings in food & beverages to meet consumers’ demand for healthier choices which are in line with the rising health and wellness as well as eco-friendly packaging trend, without compromising on taste.
- Continuous improvement on the offerings of healthier choice products in our innovation roadmap with target to offer a healthier option in every product category that we are in.
- Introduce new pack size as part of our portion control commitment catering to evolving purchasing habits.
- Promote active lifestyles through programmes that target schools and communities.

Material Issue

5

Economic Performance

7

Innovation

Supply chain risks

Risk

The Group is exposed to risks associated with anticipated or unanticipated disruption to the supply chain and normal operations of the Group which could be due to internal or external factors such as extreme weather events, infectious diseases, etc.

Mitigation actions

- Ensure sufficient inventory supply of key materials as well as finished goods to minimise implications to the operations.
- Regular engagement with internal and external stakeholders by taking into account the demand and supply planning (aided by technology) to ensure resilience in the supply of materials amidst supply chain disruptions.
- Group Business Continuity Management Framework (BCMF) has been established which sets out the policies and procedures in relation to response, recovery and restoration of business in the event of a crisis or disaster.
- Business Continuity Plans (BCP) are in place and are tested in accordance with the BCMF.
- Maintain healthy cashflow positions during crisis.

Material Issue

3

Supply Chain Stewardship

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Human Rights

14

Water Stewardship

16

Energy

17

Climate Change

18

Biodiversity

STRATEGIC REVIEW

KEY RISKS AND MITIGATION

Cyber threats and data security risks

Risk

Amid the evolving technology-reliant business environment, the Group is exposed to cyber security threats from cyber criminals which may compromise data integrity and even leakage of confidential and sensitive information which is valuable to the Group.

Mitigation actions

- The Group has developed Cybersecurity Framework to provide guidance to businesses on managing cyber security risks.
- Regular trainings and phishing tests via e-Learning platform and constant updates related to cyber threats are provided to all employees to assess and maintain awareness level.
- Completion of trainings and phishing tests failure rate are factors considered in employees' performance review.
- Implementation of Data Leakage Protection solutions to mitigate cyber threats and data security risks.

Material Issue

4

Governance & Ethics

Managing stakeholders' expectations and perceptions

Managing stakeholders' expectations of ESG components

Managing stakeholders' expectations of ESG components, such as human rights, Halal assurance, community development, and inclusive growth, amidst a landscape in which ESG is growing in importance and the reporting standards are continuously evolving.

Mitigation actions

- Proactive stakeholder engagements including shareholders & investors, customers, suppliers, regulators, communities, and employees.
- Full commitment from our Board of Directors in implementing our strategic initiatives as well as sustainability priorities.
- Policies and procedures are established, supported by dedicated resources to implement the framework, and uphold the various compliance standards, including Halal Governance and Assurance Framework.
- Stringent compliance with various compliance standards along our entire value chain, from sourcing of raw materials to delivery of products.
- Close monitoring of news published in the media and response procedures are in place to address circumstances should it occur.

Material Issue

1

Product Quality & Safety

2

Product & Service Labelling

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Human Rights

10

Community Development & Inclusive Growth

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Packaging

14

Water Stewardship

17

Climate Change

Fraud and corruption risks

Risk

The Group could be exposed to governance and ethics-related risks such as fraud and corruption practices involving employees and/or external stakeholders which eventually may result in financial losses and reputational repercussions.

Mitigation actions

- Top-level commitments from the Board and Senior Management on zero-tolerance towards unethical practices.
- Awareness training programme for employees via e-learning platform designed to enhance awareness in protecting the interest of the Group.
- Whistleblowing channel is available for internal employees as well as the public to escalate concerns or report to the Receiving Officer should there be any incident detected.

Material Issue

4

Governance & Ethics

Strategic risks involving new business investments

Mitigation actions

- Cost-benefit analyses are undertaken and financial viability of business investments are diligently assessed with in compliance with investment guidelines.
- Integrating ESG components in business investment valuations to better capture and manage the full range of risks posed by ESG factors.
- Verification, investigation and audit of investment opportunity involving subject matter experts to confirm all relevant facts and financial information are true and the potential business investment meets business objectives before proceeding with new investments.
- Transparent governance by monitoring project progress to ensure the commitment on strategic and financial returns where the new business investments established are met.
- Post-Implementation Review (PIR) is conducted at an interval required by the policy after completion of the project. The PIR is conducted to assess actual financial performance against the original feasibility study assumptions besides update on the status of meeting the business objectives.

Material Issue

5

Economic Performance

1

Product Quality & Safety

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Product & Service Labelling

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Community Development & Inclusive Growth

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Packaging

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Water Stewardship

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Climate Change

STRATEGIC PERFORMANCE REVIEW

STRATEGIC PERFORMANCE REVIEW

PASSION 2025
STRATEGIC DOMAINS




BUILD
Building new capabilities and business opportunities


STRENGTHEN
Strengthening our core businesses for market leadership positions


UNLOCK
Unlocking potentials of the Group to create maximum value

GLOBAL VALUES:

COLLABORATION, CREATING VALUES & CARING FOR STAKEHOLDERS

FY2024 Key Highlights

- Channeled our capital into growth to develop our Dairy and Halal food pillars.
- Concentrated on establishing the groundwork for F&N AgriValley and made significant strides in the construction of the Group's integrated dairy farm in Gemas, Negeri Sembilan.
- Focused on standardising operations within the food pillar and alignment with other existing units of F&NHB for greater operational efficiency and synergy.
- Established a new subsidiary a manufacturing plant in Cambodia to enable us to localise our operations and compete competitively.

- Sustained growth in FY2024 with revenue growing by 4.9% to RM5.25 billion, up from RM5.0 billion last year, primarily fuelled by higher domestic sales from F&B Malaysia and F&B Thailand, and exports to Cambodia.
- Maintained market leaderships in core categories across Malaysia and Thailand.
- Successfully navigated challenges posed by geopolitical tensions which impacted global trade and logistics this year by effectively managing a well-balanced country mix for Exports business.
- Our continuous effort in marketplace, workplace and environment continue to be validated through numerous awards and recognitions in Malaysia and Thailand. We remain a constituent of the F4GBM for the sixth consecutive year, ranking in the Top 1% globally within our FTSE Industry Classification Benchmark Supersector.

- Various capital investments had been completed and begun its contribution to the Group through cost savings.
- Unlocked potentials within the existing talent pool to support future business expansion, fostering a more efficient, agile and focused organisation.
- Established strategic collaborations with key suppliers to achieve common partnership goals.
- Achieved financial vigilance amidst the start-up investments in F&N AgriValley and the expiration of certain tax incentives through smart capital management.

Priorities for 2025

- Fulfilling our ambition to deliver the key milestones of the integrated dairy farm in capturing opportunities in liquid milk and supporting the National Food Security Agenda in dairy & beef.
- Maintaining a balanced focus on optimising the current businesses and growth initiatives in agriculture through F&N AgriValley, as well as bolstering our market presence in Cambodia.
- Adoption of technology, AI and automation to flatten our command chain, value chain and supply chain.

- Continue to enhance route-to-market capabilities and optimising operational efficiencies while remaining vigilant and agile in response to market shifts, geopolitical uncertainties and macroeconomic changes as we integrate ESG elements as part of strategic management, where applicable.
- Continue to strengthen our stewardship in our core categories through transformative projects to accelerate high growth via effective brand portfolio management.
- Maintaining an active participation in industry policymaking to reinforce Halal thought leadership and support the Halal ecosystem by mentoring SMEs through capacity-building programs.

- Unlocking opportunities through new capital expenditures, including a carbonated beverages and drinking water line in Butterworth, a sterilised milk filling and packing line in Pulau Indah, and a chocolate manufacturing line in Rawang.
- Transitioning to next-level of strong governance company and establish programmes to improve operational efficiency, empower our employees, strengthen stakeholders' engagement and deliver sustainable business values.
- Unlocking values via effective financing and capital management strategies.

STRATEGIC REVIEW

STRATEGIC REVIEW



STRENGTHENING OUR HALAL ECOSYSTEM

F&N is committed to be a leading producer of Halal products.

1 ESTABLISHING GROUP HALAL COUNCIL (GHC)

F&NHB has adopted a two-tier Halal management structure to embed the Halalan Tayyiban guidelines and the Halal assurance system requirements across our operations at the Group level:

- **Group Halal Council:** Established in 2016, this council sets policies and strategies with the support of the Halal Affairs Department which acts as a secretariat to ensure effective implementation across the organisation.
- **Internal Halal Committee:** Each site has its committee responsible for overseeing all matters related to Halal compliance in the supply chain, from the procurement of ingredients and raw materials, management of manufacturing facilities and personnel involved in production processes, to the storage, warehousing and transportation of our products.

2 ENSURING HALAL COMPLIANCE & INTEGRITY ACROSS OUR VALUE CHAIN

100% of our products are Halal-certified by the relevant authorised certification bodies:

- **Department of Islamic Development Malaysia (JAKIM)**
- **Majelis Ulama Indonesia (MUI)**
- **Central Islamic Council of Thailand (CICOT)**

Our Shah Alam, Pulau Indah and Rawang plants are awarded the Whitelist status by JAKIM, in which Halal applications and approval are fast-tracked.

Malaysian Halal Management System (MHMS) version 2020 is implemented to maintain and ensure the sustainability of Halal production processes.

- **A pool of qualified Halal Executives is maintained to implement a robust HAS.**
- **Internal Halal Audits are conducted for all of our plants.**
- **Our Halal Risk Management plan for all plants is updated to meet MHMS version 2020 requirements.**

Additionally, we conduct porcine analysis on our products and ingredient, providing an extra layer of Halal assurance.

Any used equipment or machines purchased for our plants undergoes Shariah sertu cleansing to maintain the Halal integrity of our products.

To ensure Halal compliance downstream our supply chain, Halal awareness trainings are mandatory for our key transporters and distributors.

- We have conducted Halal audits on all our distributors to ensure that different aspect of our supply chain adheres to Halal compliance.

Halal Policy and Resources Made Available to Ensure Highest Level Of Integrity to Stakeholders.

Our Halal Policy is available here: <https://www.fn.com.my/halal-policy/>

100% Halal-certified Products



JAKIM



MUI



CICOT

3 CULTIVATING INTERNAL HALAL CULTURE

We continuously strengthen our employee's Halal awareness and understanding through:

- **Scheduled Halal Awareness Programmes:** Organising scheduled training sessions, engaging contests and interactive quizzes designed to deepen Halal knowledge across the organisation.
 - Mandatory Halal awareness training for all employees, supplemented by an online refresher course every three years.
 - The trainings are delivered in multiple languages, including the native languages of our foreign employees, ensuring comprehensive understanding.
 - Employees with a responsibility in Halal matters also attended a series of professional trainings related to Halal internal audits and assurance.
- **Professional Training for Employees with Halal Responsibilities:** Focused on Halal internal audits and assurance processes to enhance competency in Halal management.
- **Strict Prohibition of Non-halal Food and Beverages:** Ensuring that the entire site of all our facilities, including factory premises, offices and canteens, maintain a Halal-compliant environment.



FTSE4Good

Fraser & Neave Holdings Bhd
A constituent of the FTSE4Good
Bursa Malaysia Shariah (F4GBMS) Index

4 FACILITATING EXTERNAL ENGAGEMENT TO UPLIFT HALAL ECO-SYSTEM

We facilitate positive collaborative engagement with Halal authorities such as JAKIM, Halal Development Corporation Berhad (HDC) and various State Islamic Religious Councils.

We actively engage with the Department of Malaysia standards through Federation of Malaysian Manufacturers (FMM) to provide our input towards developing Halal-related standards to, such as:

- Shariah sertu cleansing standards.
- Malaysian Standard 1514 Good Manufacturing Practice (GMP for Food) - Halal Industrial Park - General Requirements and Guidelines.

To further propel the Halal ecosystem, we partner HDC on the Halal Sourcing Partnership Programme, a capacity-building programme aimed at:

- Sharing Halal industry best practices - providing technical advice and knowledge transfer to small and medium enterprises (SMEs).
- Coaching the SMEs to elevate their capability to be qualified as Halal vendors for multinational companies.

Through the programme, we have provided mentorship to 16 SMEs who have high potential to elevate their business capacity.

- In 2024, four SMEs have been onboarded as our vendors, and we continue to mentor six SMEs under the Halal Sourcing Partnership Programme.
- In 2024, we participated in the Halal Business Linkage and Business Matching event, a platform to promote partnerships between large local and multinational companies with SMEs.
 - More than 15 SMEs were engaged as potential vendors during the Business Matching segment.
 - In 2023, we hosted a pitching session aimed at recruiting potential suppliers through the programme.
 - A total of 14 SMEs actively engaged in this pitching session, demonstrating their interest in becoming our potential partners in our ongoing journey.
 - In 2021, we successfully onboarded one SME as our ingredient supplier for F&N Kurma Madu Cordial.

We also actively participate in knowledge-sharing sessions such as:

- World Halal Business Conference Australia 2022
- World Halal Forum 2023
- World Halal Business Forum 2024

BUSINESS REVIEW

BUSINESS REVIEW

1

SUCHIT RIEWCHAROON
Managing Director,
F&N Dairies (Thailand) Limited



2

NG ENG CHEANG
Commercial Advisor
(Foods & East Malaysia and Brunei)
(Retired on 30 November 2024)



3

JORDAN NG BOON LEONG
Managing Director,
Beverages & Dairies (Peninsular Malaysia)



4

GRAHAM LIM
Managing Director,
Commercial Operations
(East Malaysia & Brunei)



5

LAI MING KONG
Managing Director,
International Markets Development



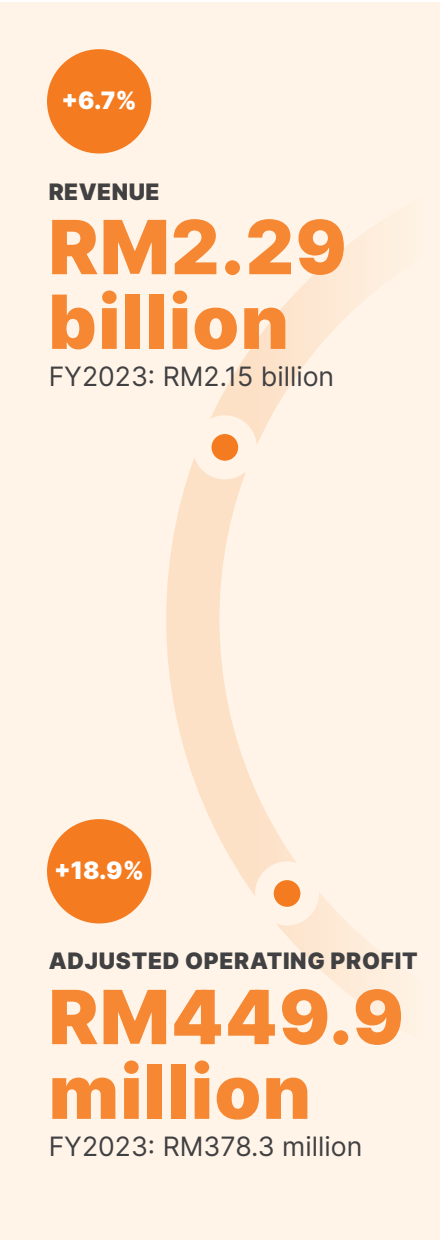
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DATO' RAFFIQ BIN MD ARIFF
Managing Director,
Foods & Industry Engagement



BUSINESS REVIEW

FOOD & BEVERAGES THAILAND



Thailand’s gross domestic product (GDP) expanded by 3% in the third quarter (3Q) of 2024, up from 2.2% in the previous quarter. This growth was fuelled by higher government and private consumption, overall investment, along with a resurgence in tourism that is projected to reach pre-pandemic levels by mid-2025.¹

FOOD & BEVERAGES THAILAND

Domestically, F&N Dairies Thailand (FNDT) faced limited supply of fresh milk in the first half of FY2024 and conducted margin protection initiatives for certain products. However, strong revenue growth in Cambodia, exceeding 40%, more than compensated these impacts. This success was driven by an expanded distribution network, successful nationwide promotions and the full-year contribution of BEAR BRAND sales, following the exclusive manufacturing and distribution rights secured during FY2023. As a result, F&B Thailand increased its revenue by 6.7% (5.7% in THB) over last year, outpacing the market.

In addition to revenue growth, strategic efforts to enhance cost efficiencies across our Thai operations contributed to profit improvements. Notably, the team successfully reduced distribution costs, and improved manufacturing efficiency by leveraging automated systems and robotics. This has ensured consistent product quality and streamlined operations. As a result, F&B Thailand’s adjusted operating profit for FY2024 rose by 18.9% (17.8% in THB).

Thai consumers are particularly focused on health issues, more than the global average. In Thailand, health concerns significantly influence beverage choices, with consumers seeking low, no, and reduced sugar options, as well as products fortified with vitamins and minerals.² Catering to an increasingly health-conscious consumer base, in October 2024, F&B Thailand launched NutriWell SOY MILK WITH OAT & QUINOA and OMEGA FROM FLAXSEED. Additionally, a more concentrated formula for Magnolia Ginkgo UHT Milk was introduced, offering twice the amount of ginkgo per pack.

FNDT continued to dominate the canned milk segment, with Carnation maintaining its pole position and TEAPOT securing second place, a result of consistent and effective marketing strategies that reinforced brand loyalty and market leadership.

¹ <https://www.reuters.com/markets/asia/thai-q3-gdp-grows-30-yy-fastest-pace-two-years-2024-11-18/>
² <https://www.innovamarketinsights.com/trends/food-trends-in-thailand/>

STRATEGIC OBJECTIVE 1: CAPTURING VALUE FOR CONSUMERS	
Key initiatives	Achievements
 Strengthen brands in existing and new markets	• Amplified communication through impactful campaigns, including the eight-month Carnation Rewards initiative for condensed and evaporated milk and the nationwide TEAPOT 15th anniversary campaign. • As a result, solidified Carnation’s position as No. 1 in evaporated milk and sweetened condensed milk market, while TEAPOT secured the second spot in canned milk segment. • Extensive promotions in Cambodia, including a loyalty campaign, TV commercials and on-ground activation fuelled double-digit growth for condensed milk and BEAR BRAND Sterilised Milk.
 Capture new markets and demonstrate brand relevancy	• In response to the trend for healthy products, FNDT launched the NutriWell SOY MILK series and an enhanced formula for Magnolia Ginkgo UHT. • TEAPOT launched a two-pronged communication campaign targeting beverage operators and bakery operators underlining the products’ unique selling propositions.

BUSINESS REVIEW

FOOD & BEVERAGES THAILAND

STRATEGIC OBJECTIVE 2: CAPTURING VALUE FOR OUR FUTURE

Key initiatives	Achievements
 Expand capacity to support future growth	- Setting up a subsidiary and manufacturing plant in Cambodia to better serve the growing market. This will allow us to reduce not only export costs from Thailand, but our carbon footprint from transportation. - Freed up capacity in existing manufacturing plants to further grow in Thailand and other export markets. - Expanded the use of automated systems and robotics in manufacturing processes to improve operational efficiency, ensure consistent product quality, and support scalable future growth.
 Enhance workforce productivity	- Implemented a one-year structured training for new employees, resulting in greater competency and performance across operations. - Our Cambodia team will be strengthened to unlock the market's full potential including introducing broader range of products from our portfolio.
 Expanding markets	Leveraged existing networks to introduce Sri Nona products in Thailand, creating new opportunities for market expansion.

STRATEGIC OBJECTIVE 3: CAPTURING VALUE FOR PLANET AND COMMUNITY

Key initiatives	Achievements
 Promoting nutrition	- Reached out to 500 schools nationwide to educate students on the essential health benefits of milk through interactive experiences. - Distributed more than 500,000 cups of F&N Magnolia UHT milk to students, fostering healthier dietary habits.
 Fostering environmental stewardship	More than 360 participated in a tree-planting initiative at Salakpra Wildlife Sanctuary, planting 450 trees and 1,200 seed balls to reinforce our green commitment.
 Supporting sustainable farming practices	- Partnered with the Lam-Phaya Klang Dairy Cooperative in Saraburi Province, providing a Somatic Cell Counter to boost productivity and quality. - Enhanced the livelihood of milk farmers through upskilling to achieve higher quality and yield through sustainable practices in dairy farming.

FOOD & BEVERAGES THAILAND

Challenges & their mitigation

Challenge	Mitigating Actions
Economic slowdown in Laos and Cambodia, coupled with competitive pricing from players in the market and currency fluctuation.	Continue to strengthen brand awareness through targeted consumer campaigns and loyalty strategies to maintain growth across all product categories. Develop innovative products to capture new usage occasions and new consumer segments.
Evolving trend for health and wellness options in food and beverage	Introduce health-focused innovations and enhance engagement activities aimed at promoting nutrition among youth, fostering awareness and healthy habits early on.

Outlook

In FY2025, F&N Dairies Thailand will focus on further strengthening its relationship with key stakeholders. This will be achieved through targeted consumer engagement activities, enhanced operator training to deepen product knowledge, and an expanded loyalty programme for hawkers to build stronger ties with this vital customer group.

Under the strategic direction of ‘Reach Competitively,’ we will continue to expand our distribution coverage to reach a wider customer base while enhancing in-store execution through initiatives aimed at improving salesforce productivity and efficiency.

The team will also increasingly utilise advanced data analytics as part of the ‘Digital for Growth’ strategy, which will play a critical role in monitoring and tracking salesforce KPIs, enabling real-time insights to drive improvements in performance and efficiency.

Following the launch of NutriWell SOY MILK UHT, efforts to expand the reach and sales of these products will be intensified. Additionally, the development of our dairy manufacturing plant in Cambodia is also on track to bolster our presence in that market.

While the absence of Board of Investment (BOI) tax incentives in Thailand may pressure profit margins, these efforts, combined with a disciplined focus on operational excellence, will ensure our competitiveness in the market.

BUSINESS REVIEW

FOOD & BEVERAGES THAILAND

Marketing Highlights



CARNATION

The focus of Carnation for the year was on encouraging home consumption of its suite of products, with the aim of leading in this segment the way it has done in the out-of-home segment.

To appeal to in-home consumers and to drive trial among new users, Carnation introduced a special promo premium pack – each comprising two tubes of sweetened condensed milk and a silicone tumbler. The promotion, from February to July 2024, was accompanied by celebrity KOL endorsements on TikTok, YouTube and Facebook.

Meanwhile, to encourage consumption of Carnation Evaporated Milk at home, the team shared ideas on how it can be used in various recipes, including as a substitute to coconut milk. During the campaign, from June to August 2024, local brand ambassador and actor Mike Pattaradet promoted Carnation Evaporated Milk as every family's must-have ingredient to enhance any in-home cooking menus.

To boost the brand power of Carnation (Sweetened Beverage Creamer and Extra) among food service operators, multiple operator campaigns were organised using TV programmes, collaborating with restaurants and cafes to create a “special menu” for “deliciousness”, promoted by KOLs on multiple social media platforms.

Finally, to firmly entrench Carnation as the No. 1 canned milk, a nationwide campaign named Carnation Reward, *Hai Laek Hai Lun, Taen Kham Khopkhun Chak Thi Nueng Khwam Aroi* was held to entice greater purchase of the brand by offering more than 8 million Baht in rewards.

TEAPOT

It was a successful year for TEAPOT, whose overall growth was supported by various campaigns, beginning with a nationwide promotion to celebrate its 15th anniversary in Thailand from October 2023 to February 2024. During this campaign, TEAPOT rewarded its users with the opportunity to win attractive prizes in an extensive lucky draw. The campaign was a success, having generated 2% growth in sales versus previous period and 8% increase in participating rate versus previous campaigns.

FNDT ran a two-pronged communication campaign to strengthen TEAPOT's unsweetened portfolio and to promote usage of TEAPOT Extra UHT 1 litre and TEAPOT Evaporated Milk can. The team ran fresh communication campaigns targeting TEAPOT Extra at beverage operators and evaporated cans at bakeries. The TEAPOT Evaporated Milk campaign extolled the convenience of the UHT 1 litre Prisma Briks with caps, its use in various beverages, and added value of the larger 1 litre packs.

The campaign for TEAPOT Evaporated Milk, meanwhile, focused on its suitability for baking as it ensures softer dough and cakes that rise while lending baked items a delectable aroma. The campaign leveraged social media such as Facebook, YouTube and Tiktok and featured reviews by KOLs, supplemented by product sampling and baking workshops.

Towards our financial year end, from July to September 2024, TEAPOT launched a *Use More, Get More* rewards campaign for its loyal food and beverage operators enabling them to collect and redeem points as well as stand the chance to win attractive prizes.

TEAPOT celebrates 15th anniversary in Thailand



BUSINESS REVIEW

FOOD & BEVERAGES THAILAND

FOOD & BEVERAGES THAILAND

Marketing Highlights

NutriWell

In October 2024, NutriWell made its debut in Thailand as a premium soya milk brand, featuring UHT soya milk made from a patented Nutri-Extract fresh-squeezing process. The technology guarantees a creamier, smoother texture with maximum nutrition from whole soybeans. Two variants were introduced – Flaxseed Oil and Oat & Quinoa – both packed with natural goodness.

NutriWell Flaxseed Oil drink, containing omega oil and Vitamin B1, promotes a healthy nervous system and blood circulation while NutriWell Oat & Quinoa variant uses quality oats from Sweden and tri-coloured quinoa which, together boast 6g of fibre (equivalent to two oranges or 200g of strawberries). Both variants are as delicious as they are nutritious, and are a part of the Healthier Choice range.



F&N MAGNOLIA

Since F&N Magnolia Ginkgo UHT was launched in 2015, the brand has grown steadily in popularity. To further enhance its growth, a new Double Ginkgo formula was introduced in White Malt and Chocolate flavours in February 2024. The new beverages contain 5,400 mcg of ginkgo compared to 2,700 mcg previously, and 35% of Thai Recommended Daily Intake (RDI) of Vitamin B12.

At the same time, F&N Magnolia continued with its *Tasty Goodness* campaign online and offline, together with targeted sampling activities in schools and in-store. This led to F&N Magnolia UHT priced at 10 Baht growing double-digit year-on-year.



BEAR BRAND

BEAR BRAND introduced a new communication campaign in February 2024, encouraging consumers to take greater control over their health and well-being with the wholesome goodness of milk. The campaign, under the message “Express your care every day, no need to wait”, utilised TV and online commercials as well as in-store displays, targeting larger group of consumers up to 55 years old, as well as young families. Meanwhile, BEAR BRAND Gold continued to strengthen its health value proposition, stressing the brain, bone and beauty benefits of milk via online communication and strategic messaging by influencers. This was accompanied by on-ground and in-store sampling throughout the year.



BUSINESS REVIEW

FOOD & BEVERAGES MALAYSIA



+3.5%

REVENUE

RM2.95 billion

FY2023: RM2.85 billion

+33.4%

ADJUSTED OPERATING PROFIT

RM305.6 million

FY2023: RM229.1 million

Despite weaker consumer sentiment and geopolitical factors, F&B Malaysia successfully captured opportunities from festive demand and effective country mix for our exports. Through vigilance and adaptability, we sustained growth across our existing food and beverage operations while integrating new businesses. Our efforts were anchored on four strategic objectives: capturing value for our customers, consumers, future growth, and our planet and community.

FOOD & BEVERAGES MALAYSIA

In this process, F&B Malaysia emphasised the critical role of data analytics, technology, and AI to gain deeper insights into customer needs, enabling more informed decisions and streamlined operations for greater efficiency.

Our manufacturing team leveraged automation to enhance productivity, while our marketing and sales teams turned to e-commerce and a digitalised work environment to deliver quicker and more enhanced customer service, reducing cost and expanding market reach. Internally, there was greater emphasis on people development via training and mentoring to enhance leadership skills, streamline processes and foster closer collaboration.

In the Halal food segment, the integration of Sri Nona and Cocoaland into Sri Nona Foods was completed successfully. The merged business unit has embarked on an ongoing digital transformation to unlock further efficiencies and growth potential.

The Group also continues to invest in its core food and beverage businesses in Malaysia, alongside the development of a large-scale integrated dairy farm, to drive sustainable growth and capture long-term value for all.

STRATEGIC OBJECTIVE 1: CAPTURING VALUE FOR OUR CUSTOMERS

Key initiatives



Increase efficiencies through digitalisation

Achievements

- Deployed SAP in Sri Nona Foods for more efficient decision-making, consumer insights, and accurate forecasting.
- Introduced an e-order app for retailers, improving efficiency and optimised productivity of sales team visits.
- AI integration across operations further enhanced data analysis, decision-making, and cost optimisation.



Create synergies between Sri Nona Foods and F&N's distribution network

- Leveraging F&N's distribution system, culinary and confectionary products are now available in more stores and in previously underserved areas.
- Intensified marketing efforts for Sri Nona Foods in East Malaysia, leveraging on Cocoaland's strong presence.

STRATEGIC OBJECTIVE 2: CAPTURING VALUE FOR OUR FUTURE

Key initiatives



Expand production capacity to support future growth

Achievements

- Consolidated manufacturing of Sri Nona products under one roof at the Rawang plant, resulting in expanded capacity and cost efficiency.
- Invested in new chocolate manufacturing line in Rawang; new carbonated soft drinks and drinking water line in Penang; and new sterilised canned milk filling and packing line in Pulau Indah.



Equipping employees to be future-ready

- Implemented mentorship programs involving senior leaders from Malaysia and Thailand to elevate leadership skills.
- More than 100 employees received AI training to equip them with the skills needed to leverage generative AI and data security tools, fostering a culture of digital readiness within the Group.

BUSINESS REVIEW

FOOD & BEVERAGES MALAYSIA

STRATEGIC OBJECTIVE 3: CAPTURING VALUE FOR OUR CONSUMERS	
 Differentiated product offerings	Achievements - Expanded our product line with the introduction of the F&N SEASONS Botanical Range, which includes F&N SEASONS Barley (300ml), F&N SEASONS Botanicals Hibiscus (300ml), and F&N SEASONS Botanicals Lemongrass Ginger (300ml). - As part of this year's Ramadan offerings, we introduced the limited-edition F&N SEASONS Rose Soya. - Launched BORNEO SPRINGS Natural Mineral Water, with its 100% recyclable packaging and bio-based cap made from sugarcane.
 Differentiated pack size	Achievements Expanded new packaging options across our F&N SEASONS and OYOSHI ranges to enhance value and convenience to our consumers. The latest additions in FY2024 include F&N SEASONS Apple flavoured drink and F&N SEASONS Lychee flavoured drink in 1 litre, alongside F&N SEASONS Ice Lemon Tea in 1.5 litre.
 Strengthen F&N brands, including brands' role in health, wellness and hydration	Achievements - Reinforced 100PLUS as the official hydration partner in various sports and festive-related events, including during Ramadan, supported by a creative campaign. - Advocate a healthier and active lifestyle among customers with the <i>Jom Sihat, Kekal Cergas</i> wellness campaign. - Launched two zero sugar offerings: 100PLUS ZERO in cans for on-the-go hydration, and F&N SEASONS Ice Lemon Tea Zero in 1 litre size. - Under Food Pillar, rebranded Lot 100 to modernise brand and appeal to target audience.

STRATEGIC OBJECTIVE 4: CAPTURING VALUE FOR OUR PLANET AND COMMUNITY	
 Reduce environmental footprint	Achievements - Invested RM18.5 million into Phase 2 of solar roof project, adding over 6.38 MWp solar PV panels at five of our plants in Malaysia. Reduced our greenhouse gas (GHG) emissions by 6,600 MT CO₂e annually while delivering savings of up to RM3.9 million per year. - Partnered Bung Jagoi Development Committee to implement environmental and social programmes in the Bidayuh village of Bau, Kuching. - Collaborated with Kota Kinabalu Industrial Park (KKIP) and Environment Protection Department in environmental for the conservation of Sungai Telipok.
 Foster collaboration with our community	Achievements - Extended our School Recycling Programme collaboration with SWCorp to foster recycling awareness among schoolchildren and the public. To date, over 7.5 million kg of recyclables has been collected from primary and secondary schools across Malaysia. - Reached out to over 100,000 beneficiaries, including underprivileged children and senior citizens, through various outreach activities across Malaysia. - Engaged with over 20 institutions in Gemas, Tampin, including local schools, Pejabat Daerah Kecil dan Tanah Gemas, Tampin District Education Office and Royal Malaysia Police to better understand their community needs.

Challenges & their mitigation	
Challenge Price sensitivity among consumers	Mitigating Actions Targeted promotional campaigns, including free sampling and discounts during festive periods, were rolled out to encourage trial and repeat purchases. Launched new pack sizes, such as that for 100PLUS ZERO Sugar to provide convenience for consumption on-the-go, and F&N Sweetened Condensed Milk with Calcium 1kg pouch for customers looking for even more value-for-money.
Export market volatility	- Optimised export country mix to reduce dependency on high-risk markets, redirecting efforts to more stable and strategically important regions. - Localised marketing campaigns were conducted to bolster demand in priority export markets, while partnerships with international distributors were strengthened to ensure consistent supply. - Monitor geopolitical developments closely to adapt strategies and minimise risks proactively.
Prospects	
In FY2025, F&B Malaysia will intensify efforts to expand its reach more competitively by driving consumer-focused innovations, enhancing route-to-market capabilities, and leveraging its robust distribution network and diverse product portfolio. Strategic investments in digital tools, AI, and automation will continue to streamline operations, improve efficiencies, and enhance decision-making, ensuring cost optimisation and operational effectiveness. Additionally, the added capabilities from our planned capital expenditures will enhance production efficiency, support future growth, and enable us to capture emerging opportunities across our markets. We remain committed to advancing the remaining components of the integrated farm, which we aim to make it self-sufficient and sustainable. Backed by strong cash flow from our established operations and Group cash balances exceeding RM1 billion, we are well-capitalised to stay agile in navigating market shifts, geopolitical uncertainties, and macroeconomic changes.	

BUSINESS REVIEW

FOOD & BEVERAGES MALAYSIA

Marketing Highlights



100PLUS

100PLUS, the No. 1 isotonic beverage in Malaysia, continued to highlight its energising and hydrating properties this year with a myriad of activities. During the holy month of Ramadan, 100PLUS ran a *Pasti Stedi* campaign featuring a humorous TV commercial that played on the concept of feeling *pancit* (zapped of energy) while fasting. Visually depicting how the brand gives you second wind, the advertisement was named a Top 10 Raya TVC of 2024 at the Expert Choice Awards. The 100PLUS team also collaborated with Mydin to distribute *bubur lambuk* and 100PLUS ACTIVE while helping to keep *balik kampung* folks hydrated with 100PLUS ACTIVE giveaways at R&R stations along our highways.

Due to effective promotion and the adoption of a healthier lifestyle among Malaysians, 100PLUS ZERO has been so successful since its debut in 2020 the brand extended its packaging from the take-home PET format to single-serve 325ml cans. As the undisputed market leader within the Zero sugar segment of carbonated soft drink isotonic segment since January 2024, 100PLUS ZERO, now in 325ml cans, will further strengthen our market leadership and drive on-the-go consumption.

To promote the importance of hydration and to help keep everyone cool during the heatwave from April to June 2024, 100PLUS was also distributed at high traffic areas like mosques, Muzium Negara and various R&R spots, reaching out to close to 5,000 consumers.

Further deepening its link with sports, 100PLUS rallied support for our athletes taking part in international competitions with the *KIPID100* Malaysia campaign, which encouraged everyone to give their 100% in everything they do and to celebrate their daily wins, no matter how small. During the campaign, consumers stood a chance to win a trip to Paris and exclusive sports merchandise with a national contest with every purchase of large or small PETs. During the Olympic Games Paris 2024, 100PLUS celebrated the achievements of brand ambassadors Men's Doubles Aaron Chia and Soh Wooi Yik and Men's Single Lee Zii Jia and thanked them for their perseverance and winning spirit with a bonus payout after the Games.

Back home, 100PLUS featured prominently at the Malaysia Open 2024. The brand was also a GOLD partner of SUKMA XXI Sarawak 2024 and PARA SUKMA XXI Sarawak 2024. In addition, 100PLUS supported Powerman Malaysia 2024, Malaysia's premier duathlon; Standard Chartered Kuala Lumpur Marathon, and REDLINE Fitness Games, an exhilarating gamified functional fitness race. Supporting young golfers from across Asia-Pacific, the brand joined forces with SRIXON to showcase their skills.

100PLUS not only promotes athletes but also encourages activities that elevate local sports. Since 2006, the brand has been supporting the Sportswriters Association of Malaysia (SAM) Awards, recognising that sports coverage is an important part of promoting sports and sporting success.

F&N SEASONS

Enticing consumers with great taste and goodness



FOOD & BEVERAGES MALAYSIA

F&N SEASONS brought to market a variety of new and interesting flavours during the year to keep enticing consumers with great taste and goodness. The ball got rolling in October 2023, when F&N SEASONS Apple and Lychee were launched in value-add 1 litre format. In November, the highly popular Ice Lemon Tea in 1.5 litre value pack was introduced, accompanied by an engaging *Jom Segarkan dengan SEASONS* 360 consumer campaign to heighten brand awareness. For Ramadan, a limited-edition Rose Soya was introduced in 1 litre beverage carton, ensuring those fasting could enjoy the much-coveted beverage flavour during the holy month. This was followed by the launch of an inspired range of Botanicals that capture the essence of Asian cuisine. The expertly crafted limited-edition beverages come in Hibiscus, Lemongrass Ginger and Barley flavours.

As the financial year ended, F&N SEASONS contributed to the Group's first ever Wellness Campaign *Jom Sihat, Kekal Cergas* with the launch of F&N SEASONS Ice Lemon Tea Zero Sugar Limited Edition, supporting the adoption of a healthier lifestyle nationwide.

The No. 1 isotonic beverage in Malaysia

BUSINESS REVIEW

FOOD & BEVERAGES MALAYSIA

Marketing Highlights



F&N FUN FLAVOURS

Following the relaunch in FY2023, F&N Fun Flavours returned in FY2024 with its *Rasa Pasti Gempak* campaign, focusing on the refreshing and delicious taste of the products. This year's campaign featured new TV commercials, point of sale marketing and out-of-home promotional materials as well as the use of KOLs to promote F&N carbonated soft drinks. With a new look, a new attitude to attract new audience, F&N's Fun Flavours are here to "GEMPAK-kan" the market by satisfying Gen Z's taste buds with exceptional taste and sensation when consuming this carbonated soft drink.

BORNEO SPRINGS

Launched in November 2023, BORNEO SPRINGS Natural Mineral Water is sourced from the rainforests in the foothills of Mount Serapi and features 100% recyclable high-density polyethylene (HDPE) packaging and plant-based Bonsucro-certified sugar cane-derived caps, both of which reduce carbon emissions by up to 28% during production. The product received recognition for its exceptional quality and eco-friendly packaging when F&NHB inked an agreement with Resorts World Genting (RWG) at the inaugural Genting SustainBiz F&B Expo.



OYOSHI

In conjunction with Chinese New Year 2024, OYOSHI further boosted its market growth with a limited-edition Green Tea 250ml pack range featuring the iconic Neko Cat, an omen of good luck, to drive stronger festive relevance.

This year, as the official partner of Nihon Matsuri, an eight-day Japanese festival that attracted thousands of visitors, OYOSHI Malaysia engaged with consumers at their drink stations, offering samples and sales opportunities. Additionally, OYOSHI partnered the annual Bon Odori Festival in Johor, delighting attendees with high-quality Japanese green tea, helping the brand secure the No. 2 spot in the green tea segment in the country by volume share.



CARNATION

Already the No.1 evaporated creamer in Malaysia, Carnation further strengthened its leadership with a *New Richer Twists For A Blooming Year (新花样)* campaign during the Lunar New Year. The campaign aimed at driving innovation and versatility within the category by offering a range of inspiring recipes with a touch of aroma, richness and creaminess to curate tasty culinary experiences. Among the inspiring recipes include the sublime Golden Lobster with Truffle Sauce, prominently featured in our communication and point-of-sale material. The campaign delivered impressive results, as F&NHB saw an increase in sales volume by 8% and value by 17% compared to the previous year's CNY celebrations.

Another successful campaign, *Terima KaC*, was run in conjunction with Parents Day, encouraging younger target audience to demonstrate their filial love and appreciation by cooking for their parents using Carnation to add aroma, richness and creaminess to their dishes. The campaign led to a 23% increase in sales volume and 20% increase by value. The campaign also led to a boost in brand awareness among younger target audience by an impressive 14% from the previous campaign.

Last but not least, Carnation also partnered with the famous South Korean food company Nongshim to create recipes that blend Carnation Evaporated Creamer with Nongshim's instant Shim ramyun noodles. The collaboration resulted in a 4% increase in trialists which reflected on the successful recruitment of new users.

BUSINESS REVIEW

FOOD & BEVERAGES MALAYSIA

Marketing Highlights

F&N MAGNOLIA

Bringing smiles to consumers of all ages

F&N Magnolia leveraged the festive seasons to highlight the goodness and taste of its dairy products. In conjunction with Deepavali 2023, F&N Magnolia Milk Malaysia launched a consumer contest offering prizes worth RM40,000, including a Magnolia gold bar. During Ramadan, the brand partnered with Gardenia in *Program Cahaya Ramadan Gardenia 2024* during which about 30,000 units of Gardenia Original Classics White Loaf and 30,000 units of F&N Magnolia UHT Full Cream 1 litre were distributed to 20 mosques across Peninsular Malaysia for *sahur*.

Adding an element of fun to the brand, F&N Magnolia launched a limited-edition Garfield packaging inclusive of a free Garfield bag with every purchase. The accompanying in-store activations and social media blitz significantly boosted brand awareness while bringing a smile to consumers of all ages.



TEAPOT

TEAPOT went to town with creative promotions, adorning the walls of popular restaurants such as Soong Kee and Yut Kee in Kuala Lumpur. Revolving around the theme of *Spill the Tea*, the murals reinforce TEAPOT's brand in a playfully engaging manner, encouraging consumers to take pictures of themselves with the brand in the background. At the same time, our sweetened condensed milk brand also enhanced its signage in popular coffeeshops. Among others, Kedai Kopi New Hollywood and Kedai Kopi Kong Heng in Ipoh, and Kuala Lumpur's Tang City Food Court now proudly feature the iconic TEAPOT logo.

F&N CANNED MILK

F&N Dairies continued to warm Malaysians' hearts with its *Mengisi Hati Setiap Hari* campaign, further strengthening F&N as a brand of love and care. The message was conveyed via a TV commercial featuring a mother prepare and serve a meal for her daughter who has to work late into the night. The advertisement, aired on national television and digital platforms, reached 8.6 million viewers nationwide and helped to increase top-of-mind recall of F&N Canned Milk to 45%.



BUSINESS REVIEW

FOOD & BEVERAGES MALAYSIA

Marketing Highlights

LOT 100

Got Chew Vibing

SRI NONA FOOD CONFECTIONERY

COCOALAND

Following the revamp of its packaging labels, Sri Nona Food Confectionery launched an extensive campaign from July to August 2024 to create awareness of its refreshed key brands, namely LOT 100, HAYOCO, KOKO JELLY, COCOPIE, ROTONG and GOLDEN Ring. Promoters at stores nationwide encouraged consumers to try various Sri Nona products while offering attractive gifts for every purchase made.

At the same time, a Sri Nona Roving truck went around Klang Valley targeting commercial areas, educational institutions and even *pasar pagi* and *pasar malam* to reach out to consumers. At each stop, consumers who visited the truck were offered Sri Nona confectionery goodie bags at incredible value. The campaign was also complemented with a TikTok *Pasti Stedi* Challenge, which saw engagement rates three times above the benchmark.

The LOT 100 team supplemented the onground activations with a TV commercial featuring LOT 100 FRUITY GUMMY and LOT 100 SOUR+ GUMMY, its first TVC in almost a decade. This was supplemented by digital ads on Meta and YouTube, as well as collaboration with influencers and media owner such as MGAG, KL Foodie, Eat Pray Love and Ilham. In store, vibrant and attractive point-of-sale material adorned stores, supplemented by a total of 600 sessions of promoters in Peninsular and East Malaysia, to convert new consumers.

Meanwhile, to develop the ROTONG snacks market in Peninsular Malaysia, the team worked with Aeon to place the products prominently in supermarkets nationwide. Each outlet also organised sampling sessions in August 2024 to increase brand awareness as well as to encourage shoppers to try our best-selling ROTONG Cuttlefish. In addition, Limited Edition ROTONG Rendang was given away with the purchase of three packets of ROTONG.



NONA

NONA started the year with a *Semudah Cara, Seenak Rasa NONA* campaign in October 2023 featuring a live cooking demonstration by celebrity chef Ili Sulaiman, who produced five-course meals using NONA's Ketupat and Oyster Sauces along with desserts and canapes with NONA angkwe, jellies and powder. KOLs created attractive content around these dishes, enhancing the brand's visibility.

Further creating brand awareness, more than 50 sampling sessions were conducted at hypermarkets Mydin, Eonsave and NSK, with Ili Sulaiman conducting a live cooking demo at Mydin USJ, and no fewer than 2,300 samples given away across five Mydin locations. Shoppers responded positively, expressing confidence in trying NONA products, and appreciating the food samples, attractive packaging and easy-to-make recipes at reasonable prices.

In November and December 2023, a digital campaign was carried out featuring 11 video recipes to demonstrate how everyday Malay dishes can be

enhanced with NONA products. Meanwhile, viewers were encouraged to take part in the National Contest Promo to stand a chance of win a 50g Habib Gold Bar worth RM16,000, among other attractive prizes.

During Raya, NONA engaged 30 KOLs to produce branded content featuring 15 *iftar* recipes and 15 Raya recipe ideas. With cooking KOL Khairul Aming as the face of the campaign, the brand reached close to 15 million views. Meanwhile, a nationwide Raya Contest was also held offering prizes up to RM140,000, including a grand prize of 180x Cosmic Cookware Sets and weekly e-wallet prizes of RM10 for 500 winners.

These campaigns contributed to significant year-on-year growth of sales volume across the NONA range from March to June 2024, and especially in the desserts category which grew by a healthy 63%. This was followed by growth of the Ginger Beverage (31%), Sesame Oil (30%), Cooking Sauce (24%) and Ketupat (17%).

FOOD & BEVERAGES MALAYSIA

LEE SHUN HING

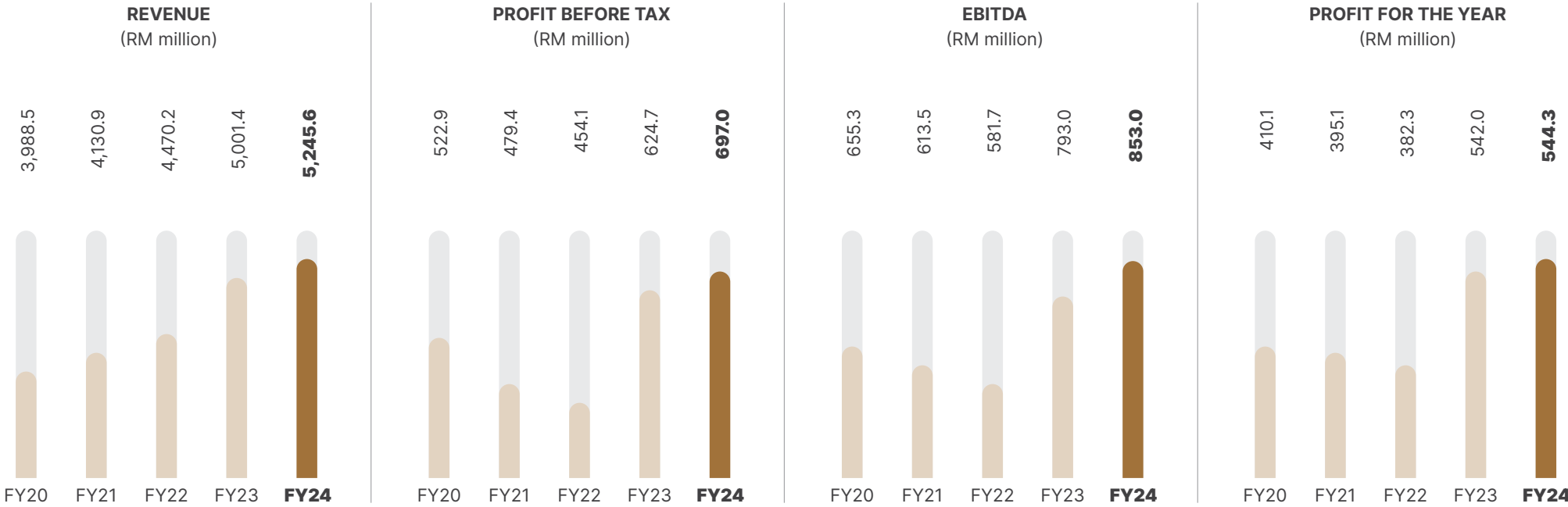
In January and February 2024, the spotlight was turned on NONA's range of Lee Shun Hing cooking sauces – specifically the Vegetarian and Mushroom Oyster Sauces – via *A Majestic Feast in the Year of the Dragon, with Healthier Flavours of Lee Shun Hing* campaign. This was supported by the Eonsave Exclusive Contest, Buy, Snap, Redeem, featuring eight simple digital cooking video recipes and offering up to RM16,000 in e-wallet prizes. The campaign reached 5.71 million consumers online.



FINANCIAL REVIEW

5-YEAR GROUP FINANCIAL SUMMARY AND HIGHLIGHTS

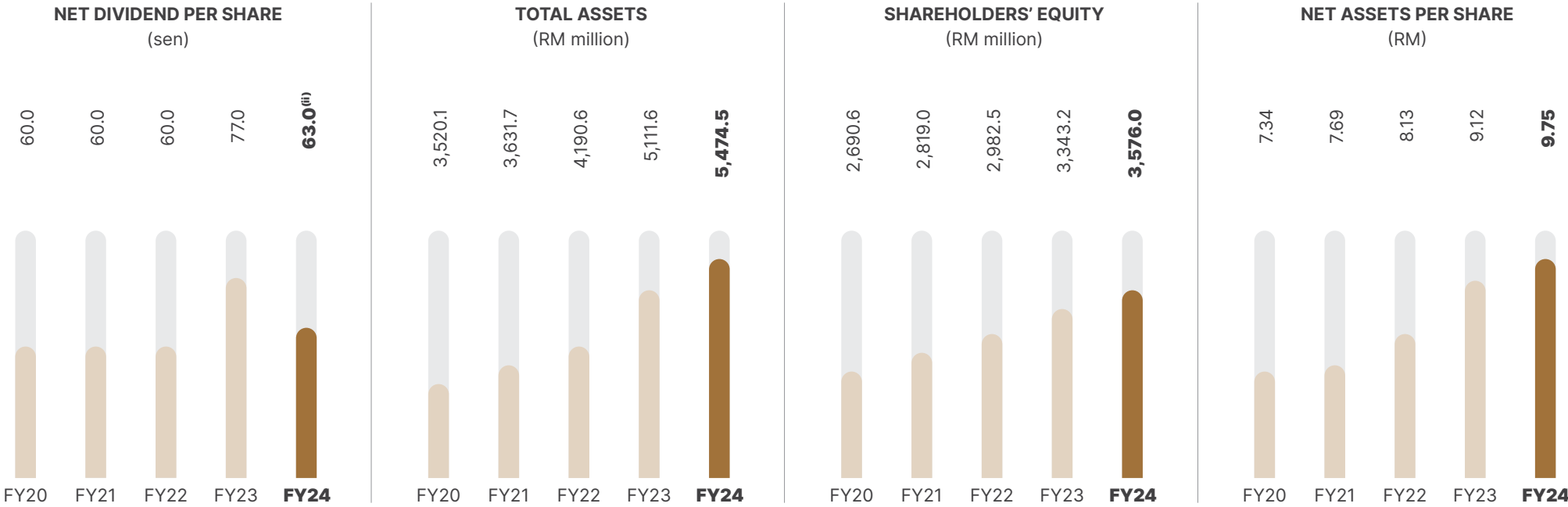
Year ended 30 September	2020	2021	2022	2023	2024
Results (RM million)					
Revenue	3,988.5	4,130.9	4,470.2	5,001.4	5,245.6
Profit before tax ("PBT")	522.9	479.4	454.1	624.7	697.0
Adjusted PBT (i)	524.4	500.3	472.9	573.9	697.3
Earnings before interest, tax, depreciation and amortisation ("EBITDA")	655.3	613.5	581.7	793.0	853.0
Adjusted EBITDA (i)	656.8	634.4	600.5	742.2	853.3
Profit for the year	410.1	395.1	382.3	542.0	544.3
Dividend per share					
Earnings - basic (sen)	111.9	107.8	104.5	146.5	148.2
Earnings - diluted (sen)	111.7	107.6	104.3	146.1	147.8
Dividend - net (sen)	60.0	60.0	60.0	77.0	63.0 ⁽ⁱⁱ⁾
Dividend - cover (times)	1.9	1.8	1.7	1.9	2.4
Dividend - payout (%)	53.6	55.7	57.4	52.6	42.5



Notes:
(i) Excluding one-off non-operating items i.e. remeasurement gain on previously held equity interest in an associate, insurance claim received/receivable, impairment of plant and equipment, inventories written down due to reorganisation, restructuring costs, etc.

5-YEAR GROUP FINANCIAL SUMMARY AND HIGHLIGHTS

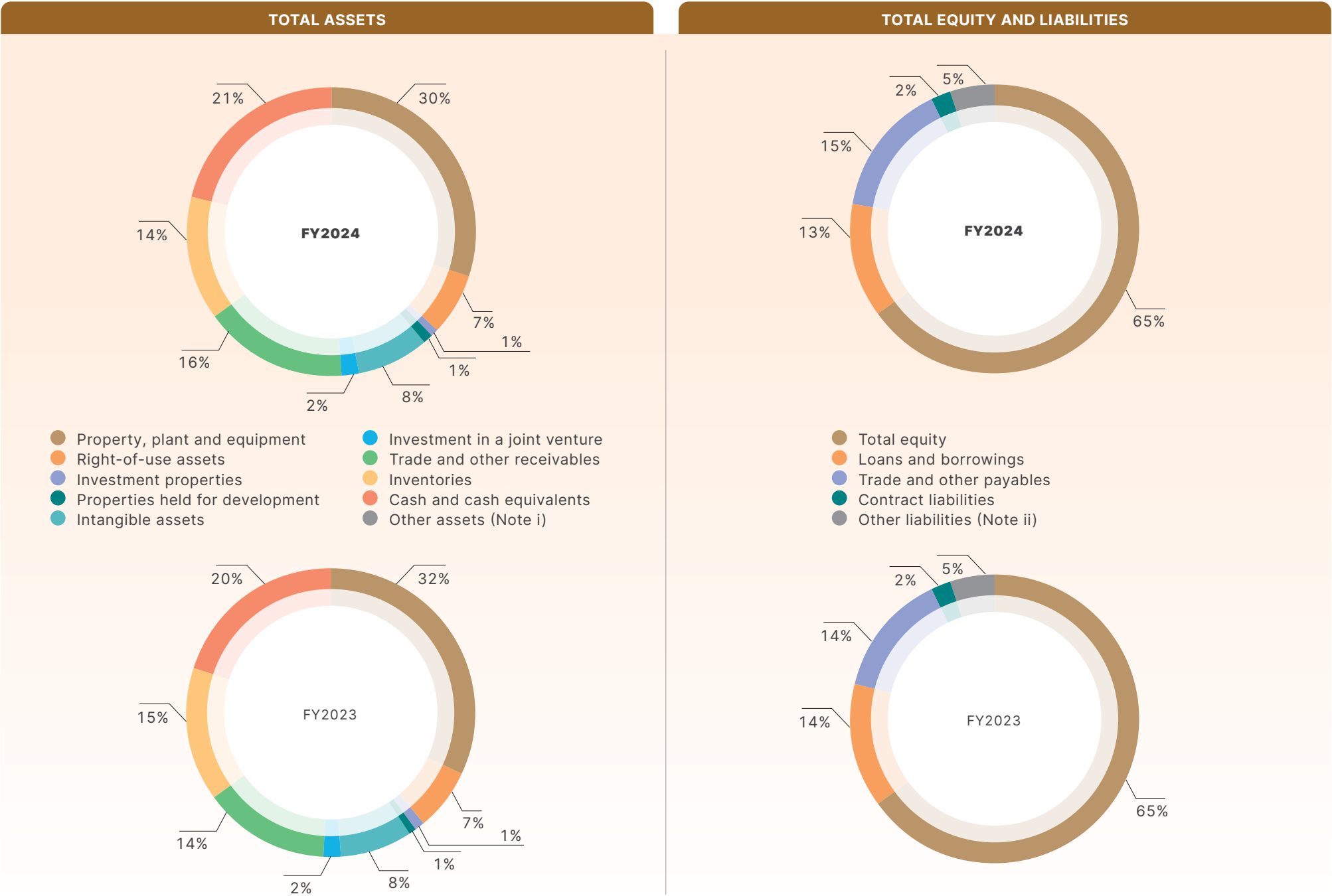
Year ended 30 September	2020	2021	2022	2023	2024
Statement of Financial Position (RM million)					
Share capital	816.8	816.8	816.8	816.8	816.8
Shareholders' equity	2,690.6	2,819.0	2,982.5	3,343.2	3,576.0
Total assets	3,520.1	3,631.7	4,190.6	5,111.6	5,474.5
Total debts (iii)	116.4	66.0	310.1	767.9	760.9
Share capital (number of shares)	366.8	366.8	366.8	366.8	366.8
Net assets per share (RM)	7.34	7.69	8.13	9.12	9.75
Ratio (%)					
PBT on revenue	13.1	11.6	10.2	12.5	13.3
Adjusted PBT on revenue (i)	13.1	12.1	10.6	11.5	13.3
Return on shareholders' equity	15.2	14.0	12.8	16.2	15.2
Debt to equity ratio	4.3	2.3	10.4	23.0	21.3



(ii) Included proposed final dividend of 33.0 sen per share, which will only be recognised in the financial statements upon shareholders' approval.
(iii) Consist of borrowings and lease liabilities.

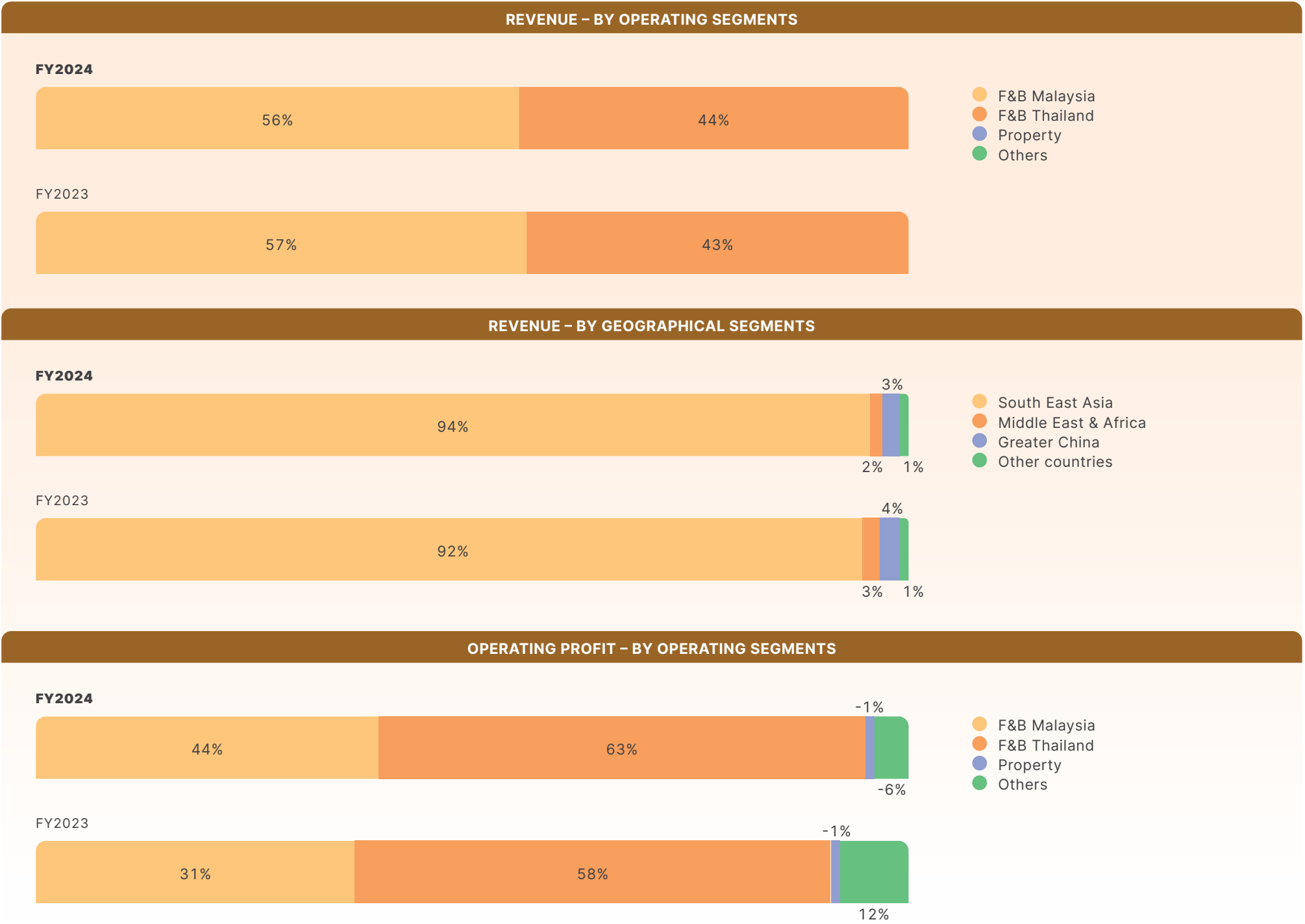
FINANCIAL REVIEW

SIMPLIFIED GROUP STATEMENT OF FINANCIAL POSITION



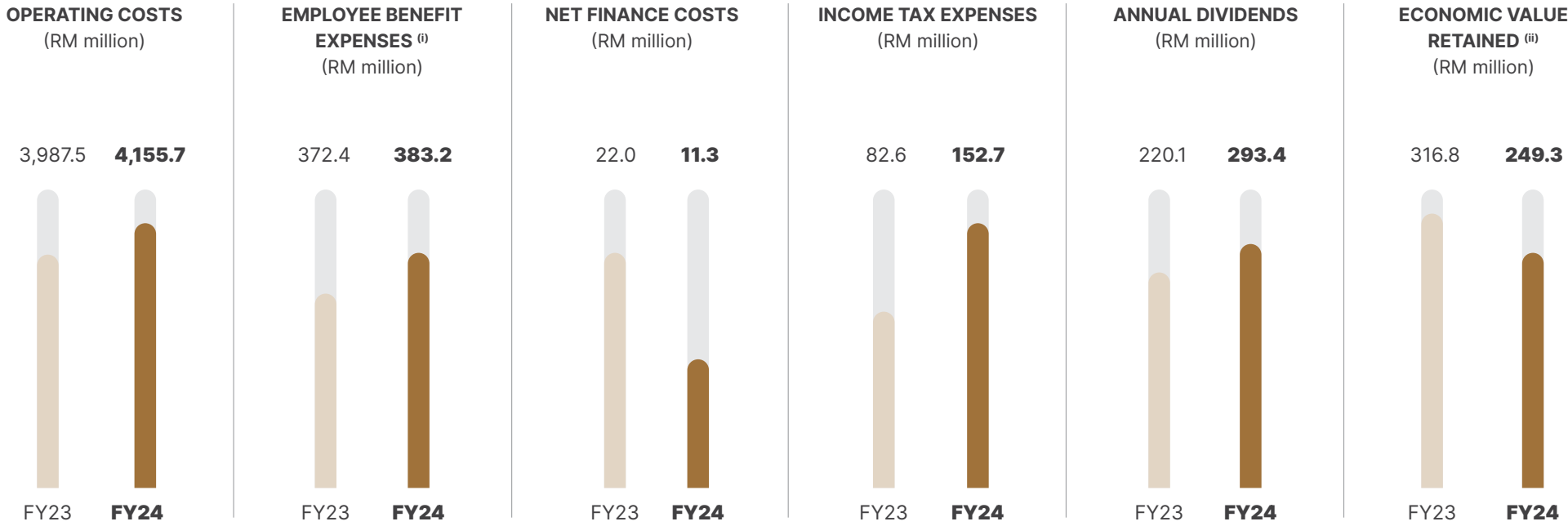
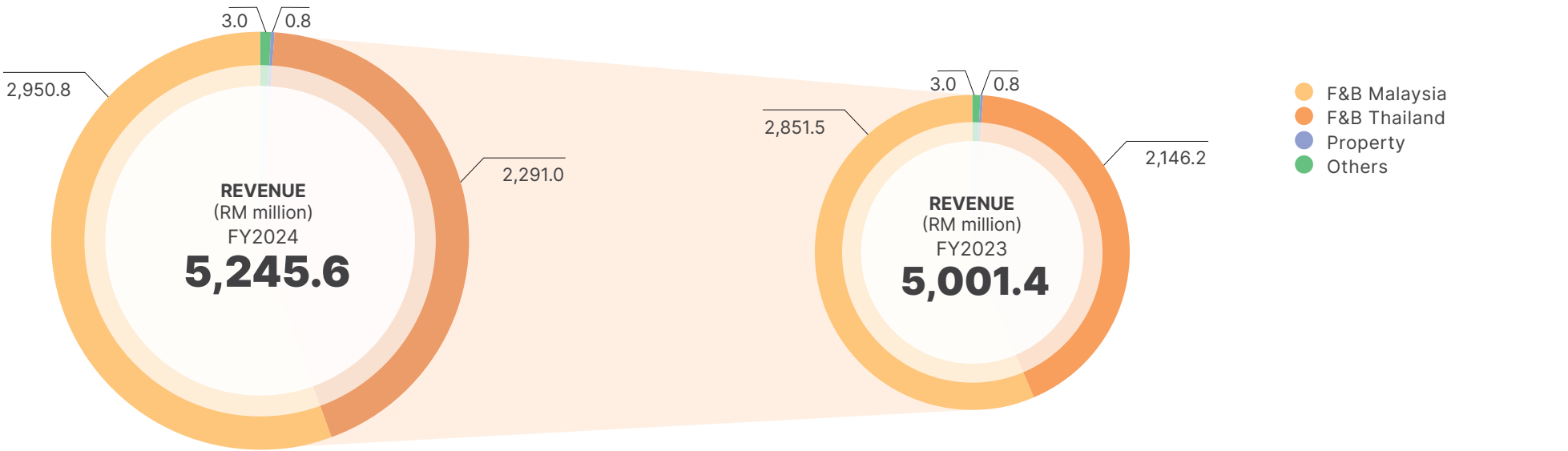
Notes:
(i) Comprise deferred tax assets and derivative financial assets.
(ii) Comprise lease liabilities, employee benefits, deferred tax liabilities, current tax liabilities and derivative financial liabilities.

GROUP SEGMENTAL ANALYSIS



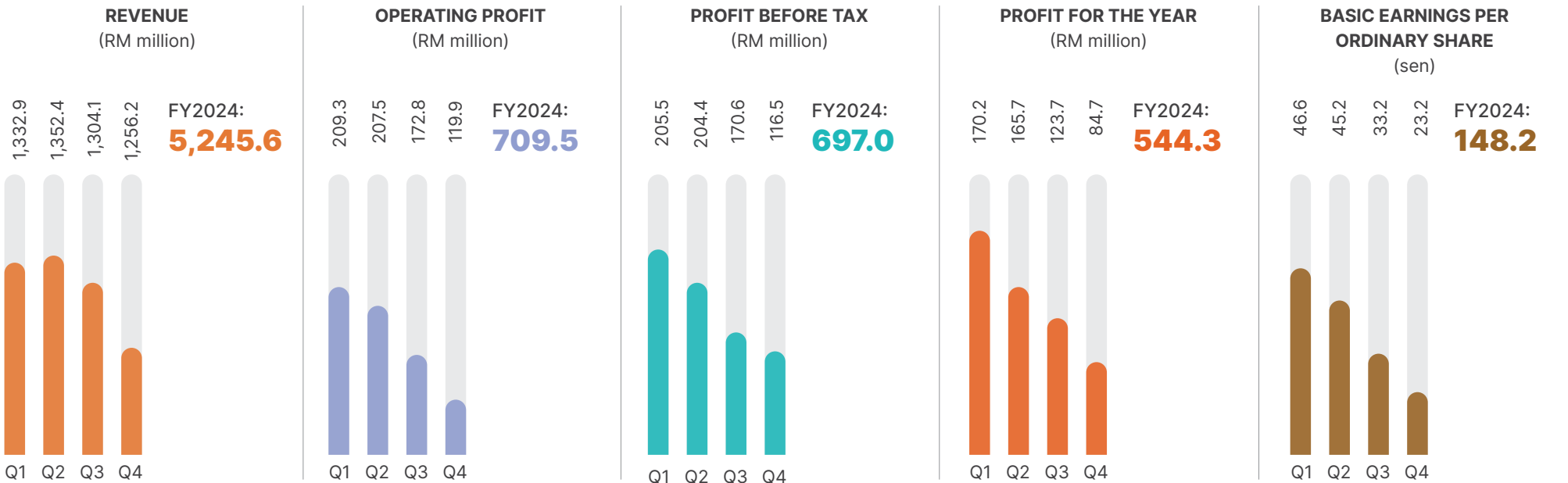
FINANCIAL REVIEW

STATEMENT OF VALUE ADDED



Notes:
(i) Employee benefit expenses comprise wages, salaries, contributions to state plans, expenses related to defined benefit plans, share-based payment expense and other staff costs.
(ii) Economic value retained is calculated by direct economic value generated (revenue) - economic value distributed (operating costs, employee benefit expenses, net finance costs, income tax expenses and annual dividends).

GROUP QUARTERLY FINANCIAL PERFORMANCE

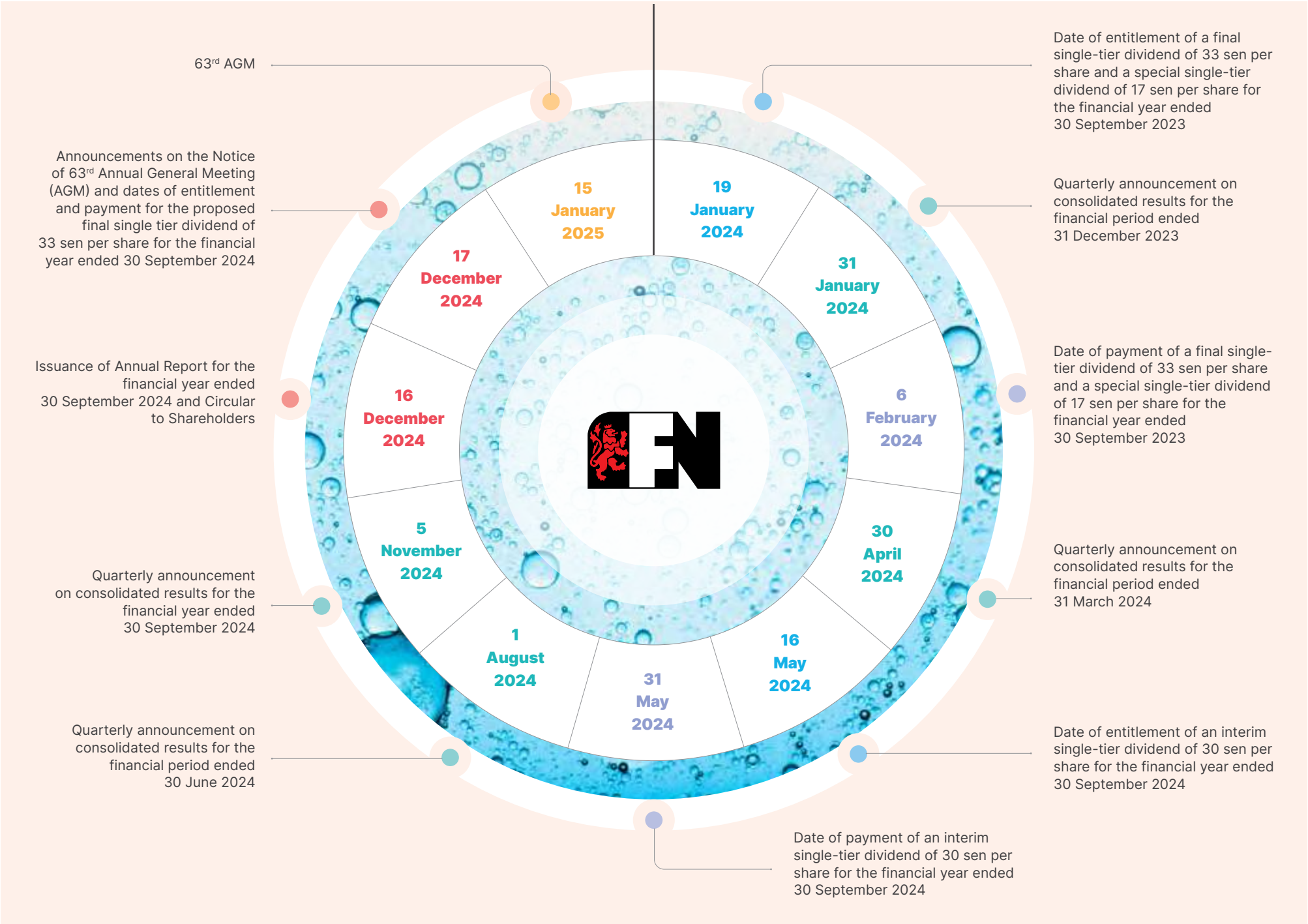


RM million	Q1	Q2	Q3	Q4	FY2024
Revenue	1,332.9	1,352.4	1,304.1	1,256.2	5,245.6
Operating profit	209.3	207.5	172.8	119.9	709.5
Adjusted operating profit ⁽ⁱ⁾	204.9	208.0	172.8	124.0	709.7
Profit before tax	205.5	204.4	170.6	116.5	697.0
Adjusted profit before tax ⁽ⁱ⁾	201.1	204.9	170.6	120.7	697.3
Profit for the year	170.2	165.7	123.7	84.7	544.3
Basic earnings per ordinary share (sen)	46.6	45.2	33.2	23.2	148.2

RM million	Q1	Q2	Q3	Q4	FY2023
Revenue	1,218.5	1,206.6	1,331.9	1,244.4	5,001.4
Operating profit	224.8	126.0	125.9	166.2	642.9
Adjusted operating profit ⁽ⁱ⁾	130.6	125.9	172.2	163.4	592.1
Profit before tax	222.4	119.7	120.7	161.9	624.7
Adjusted profit before tax ⁽ⁱ⁾	128.2	119.6	167.1	159.0	573.9
Profit for the year	197.8	102.0	103.2	139.0	542.0
Basic earnings per ordinary share (sen)	55.2	27.6	27.1	37.5	146.5

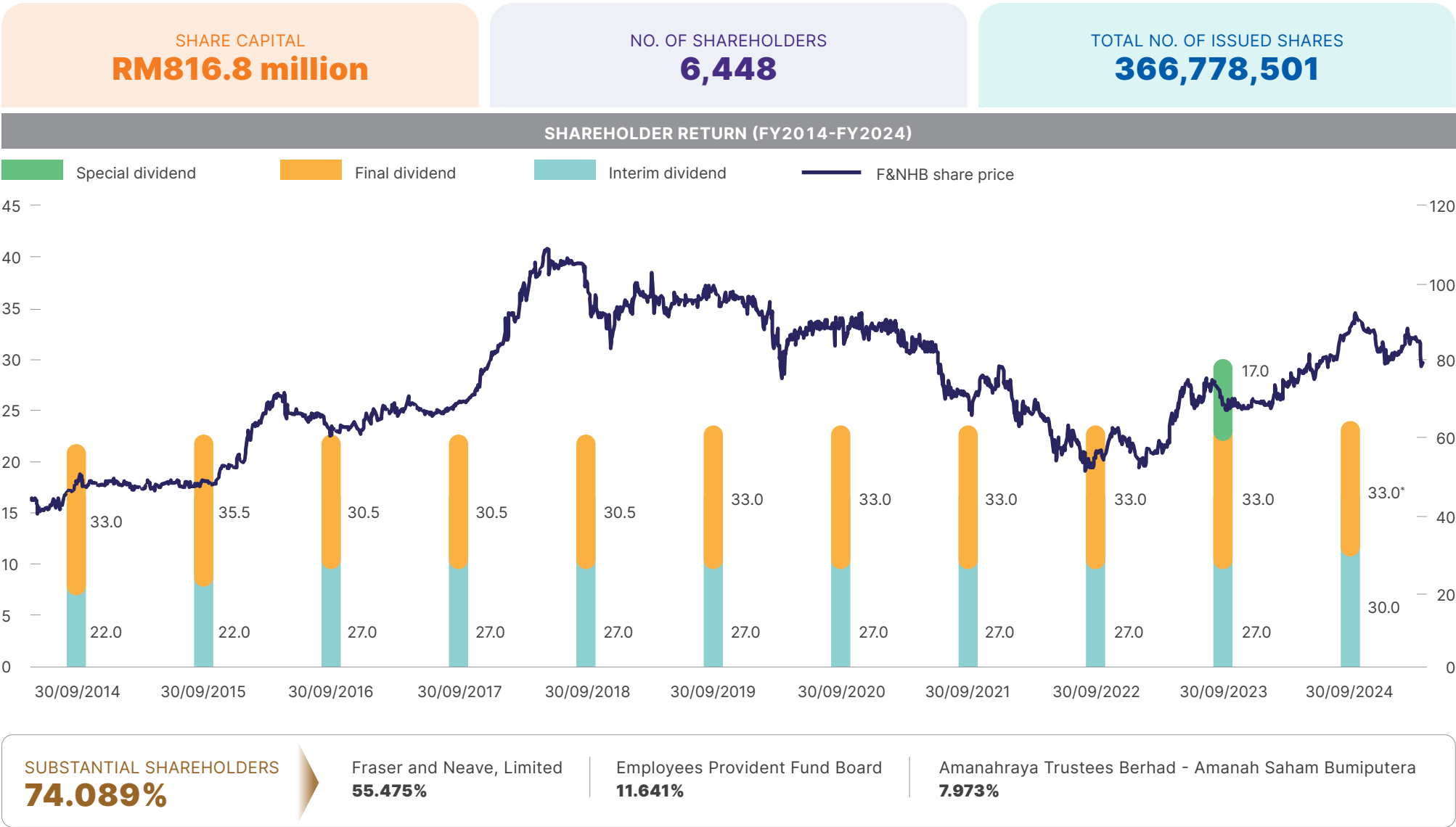
Notes:
(i) Excluding one-off non-operating items i.e. remeasurement gain on previously held equity interest in an associate, insurance claim received/receivable, impairment of plant and equipment, inventories written down due to reorganisation, restructuring costs, etc.

FINANCIAL CALENDAR



INVESTOR RELATIONS

as at 15 November 2024



* Included proposed final dividend of 33.0 sen which will only be recognised in the financial statements upon shareholders' approval.

OUR INVESTOR PORTAL

We communicate with our shareholders and general public via our corporate website, www.fn.com.my/investors/. This website is also a platform where we share our annual reports, financial results, financial briefing presentation decks, press releases and disclosures to Bursa Malaysia.

OUR INVESTOR CALENDAR

17 January 2024
62nd Annual General Meeting

3 May 2024
Half Year Results Briefing

6 November 2024
Full Year Results Briefing

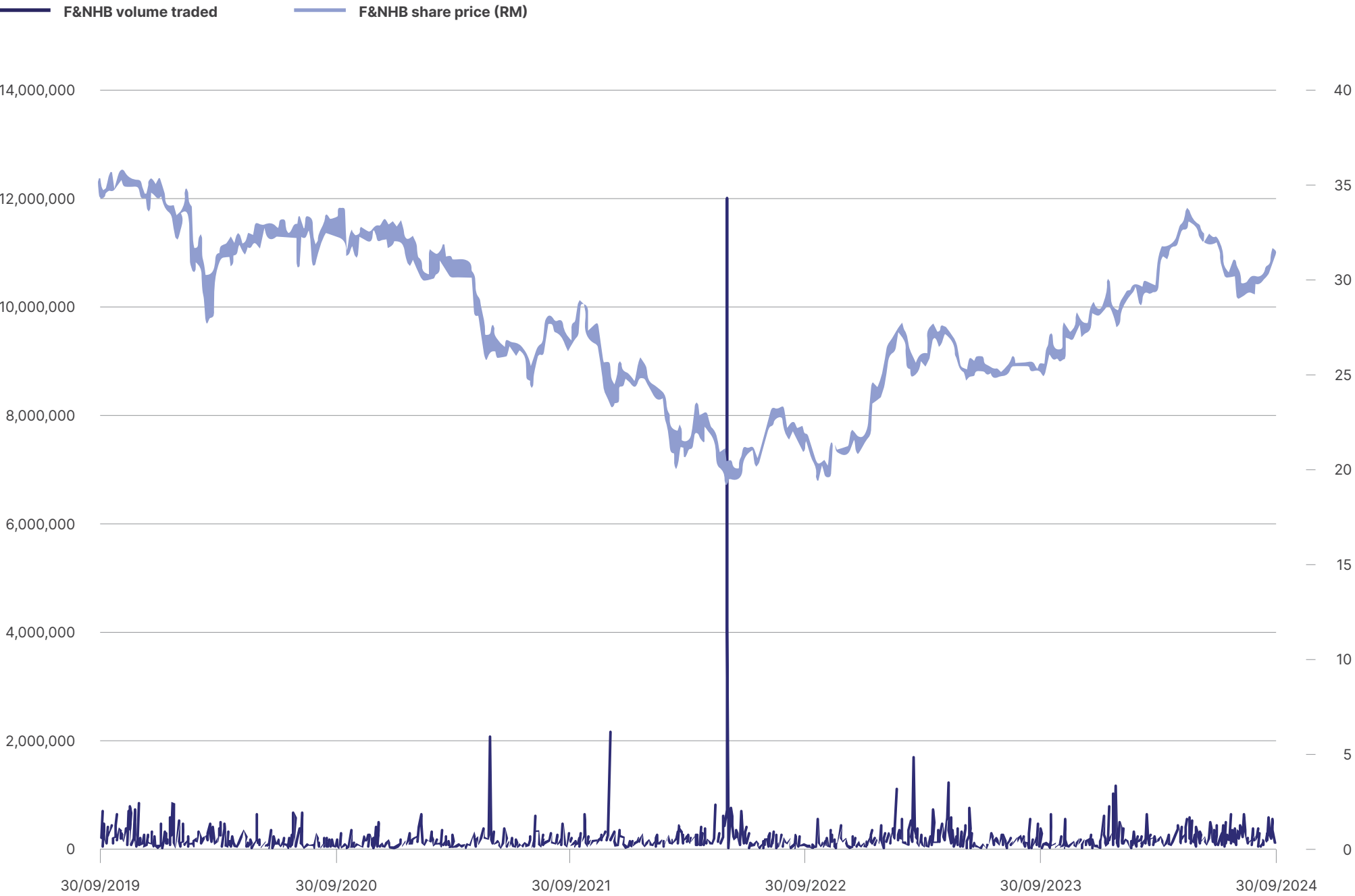
SHARE PRICE MOVEMENT

SHARE PRICE MOVEMENT

FRASER & NEAVE HOLDINGS BHD'S SHARE PRICE AND FTSE BURSA MALAYSIA KLCI INDEX ("FBM KLCI INDEX")



FRASER & NEAVE HOLDINGS BHD'S SHARE PRICE AND VOLUME TRADED



CORPORATE INFORMATION

BOARD OF DIRECTORS

- Y.A.M. Tengku Syarif Bendahara Perlis Syed Badarudin Jamalullail Ibni Almarhum Tuanku Syed Putra Jamalullail (Chairman)
- Mr. Hui Choon Kit
- Mr. David Siew Kah Toong

- Mdm. Tan Fong Sang
- Y.Bhg. Datuk Kamaruddin bin Taib
- Puan Aida binti Md Daud
- Puan Faridah binti Abdul Kadir
- Y.Bhg. Datuk Mohd Anwar bin Yahya

- Y.Bhg. Dato’ Ng Wan Peng
- Mr. Kosit Suksingha
- Mr. Michael Chye Hin Fah

COMPANY SECRETARY

- Mr. Timothy Ooi Aik Tuan LS0010357
SSM PC No. 201908002732

GROUP EXECUTIVE COMMITTEE

Chairman

- Mr. Hui Choon Kit

Members

- Mdm. Tan Fong Sang
- Mr. Kosit Suksingha
- Mr. Michael Chye Hin Fah

SUSTAINABILITY & RISK MANAGEMENT COMMITTEE

Chairman

- Mdm. Tan Fong Sang

Members

- Y.Bhg. Dato’ Ng Wan Peng
- Mr. Kosit Suksingha
- Mr. Michael Chye Hin Fah

AUDIT COMMITTEE

Chairman

- Mr. David Siew Kah Toong

Members

- Mr. Hui Choon Kit
- Y. Bhg. Datuk Kamaruddin bin Taib
- Y.Bhg. Datuk Mohd Anwar bin Yahya

NOMINATING COMMITTEE

Chairman

- Y.Bhg. Datuk Kamaruddin bin Taib

Members

- Y.A.M. Tengku Syarif Bendahara Perlis Syed Badarudin Jamalullail Ibni Almarhum Tuanku Syed Putra Jamalullail
- Mr. Hui Choon Kit
- Mr. David Siew Kah Toong
- Puan Faridah binti Abdul Kadir

REMUNERATION COMMITTEE

Chairman

- Y.A.M. Tengku Syarif Bendahara Perlis Syed Badarudin Jamalullail Ibni Almarhum Tuanku Syed Putra Jamalullail

Members

- Mr. David Siew Kah Toong
- Puan Aida binti Md Daud
- Puan Faridah binti Abdul Kadir
- Mr. Kosit Suksingha

SHARE BUY-BACK COMMITTEE

Chairman

- Y.A.M. Tengku Syarif Bendahara Perlis Syed Badarudin Jamalullail Ibni Almarhum Tuanku Syed Putra Jamalullail

Members

- Puan Aida binti Md Daud
- Y.Bhg. Datuk Mohd Anwar bin Yahya
- Mdm. Tan Fong Sang

REGISTERED OFFICE

No. 1 Jalan Bukit Belimbing 26/38
Persiaran Kuala Selangor, Seksyen 26
40400 Shah Alam
Selangor, Malaysia
Telephone No.: 603-5101 4288
Facsimile No. : 603-5103 2230
Email: cosec@fn.com.my

AUDITORS

KPMG PLT

Level 10, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

SHARE REGISTRAR

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
Telephone No.: 603-2783 9299
Facsimile No.: 603-2783 9222
E-mail: is.enquiry@vistra.com
Website : www.vistra.com

Tricor Customer Service Centre:

Unit G-3, Ground Floor, Vertical Podium
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

PRINCIPAL BANKERS

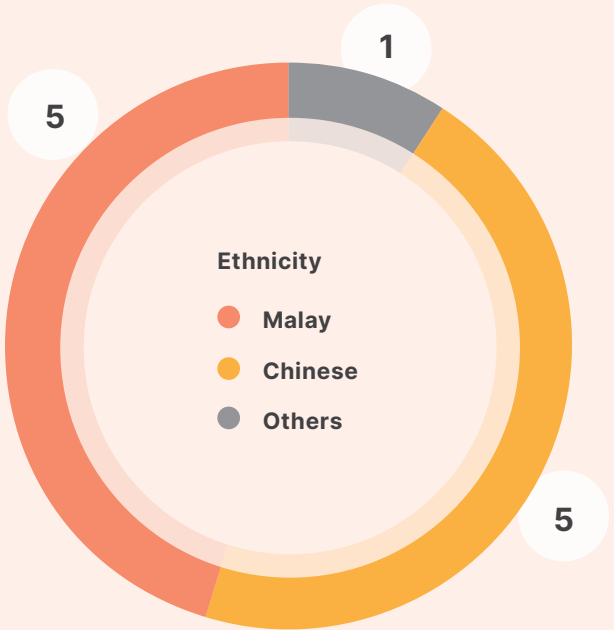
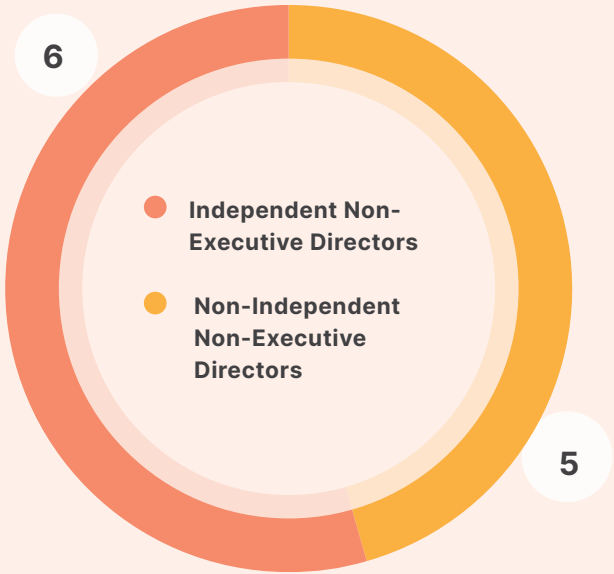
- OCBC Bank (Malaysia) Berhad
- CIMB Bank Berhad

STOCK EXCHANGE

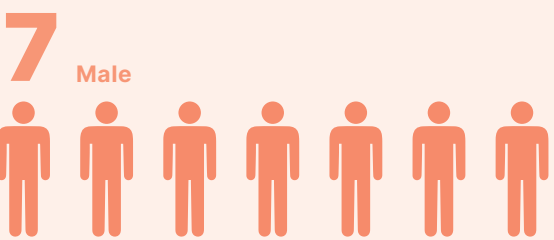
Bursa Malaysia Securities Berhad : Main Market

Stock Name : F&N
Stock Code : 3689
Stock Sector : Consumer Products & Services

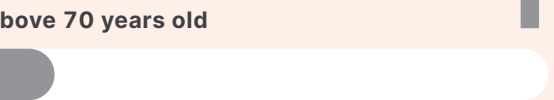
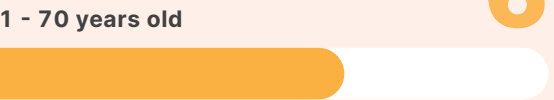
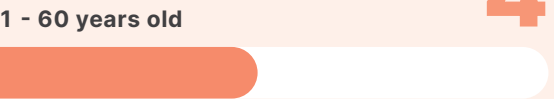
BOARD COMPOSITION



Gender



Age group



Committee Member Key

AC Audit Committee

NC Nominating Committee

RC Remuneration Committee

EXCO Group Executive Committee

SRMC Sustainability & Risk Management Committee

SBC Share Buy-Back Committee

PROFILE OF BOARD OF DIRECTORS

Y.A.M. TENGKU SYARIF BENDAHARA PERLIS SYED BADARUDIN JAMALULLAIL IBNI ALMARHUM TUANKU SYED PUTRA JAMALULLAIL

Chairman of Board, Non-Independent Non-Executive Director

Age

Gender

Nationality

79

BOARD MEETINGS ATTENDED 2024

7 / 17

DATE OF APPOINTMENT

24 February 1987

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)

37 years 9 months

MEMBERSHIP(S) OF BOARD COMMITTEES

RC

SBC

NC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Board member of a charitable foundation, Yayasan Tuanku Syed Putra
- President of Tuanku Syed Putra Dialysis Centre, Perlis
- Director of Besar Holdings Sdn Bhd
- Director of Mega SPJ Sdn Bhd

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Director of Asian Islamic Investment Management Sdn Bhd and HDM Capital Sdn Bhd
- Director of Fraser and Neave, Limited, Singapore

- Director of Hwang Capital (Malaysia) Berhad, Hwang-DBS Investment Bank Berhad and Hwang Investment Management Berhad

QUALIFICATION(S)

- Master of Arts in Law & History, University of Cambridge, United Kingdom

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

Listed

- None

Non-Listed

- None

MR. HUI CHOON KIT

Non-Independent Non-Executive Director

Age

Gender

Nationality

60

BOARD MEETINGS ATTENDED 2024

7 / 7

DATE OF APPOINTMENT

6 August 2014

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)

10 years 3 months

MEMBERSHIP(S) OF BOARD COMMITTEES

EXCO

AC

NC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Chief Executive Officer of Fraser and Neave, Limited ("F&NL") Group
- Chairman of Tender Committee and Member of Finance Committee of The National Kidney Foundation Singapore

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Chief Financial Officer and Company Secretary of F&NL Group
- Senior leadership positions in Corporate Planning & Business Development, Corporate Communications & Special Projects and Group Finance of F&NL Group.

- Accountant and Financial Consultant of Ernst & Young
- Corporate Finance Banker in Singapore

QUALIFICATION(S)

- Master of Business Administration, Nanyang Technological University, Singapore
- Bachelor of Business, Curtin University, Australia
- Chartered Accountant, The Institute of Singapore Chartered Accountants

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

Listed

- None

Non-Listed

- None

PROFILE OF BOARD OF DIRECTORS

Legend:

Chairman

Member

PROFILE OF BOARD OF DIRECTORS

MR. DAVID SIEW KAH TOONG

Independent Non-Executive Director

Age

Gender

Nationality

70



BOARD MEETINGS ATTENDED 2024

6/7

DATE OF APPOINTMENT
23 February 2016

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
8 years 9 months

MEMBERSHIP(S) OF BOARD COMMITTEES



AC

NC

RC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Senior Partner of Messrs Nexia SSY PLT and Sekhar & Tan

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Board member of Financial Reporting Foundation
- Director, Chairman of Audit Committee, member of the Risk Management and Sustainability Committee and Nominating and Remuneration Committee of Tan Chong Motor Holdings Berhad
- Director, Chairman of Audit Committee and member of Remuneration Committee of Wing Tai Malaysia Berhad (now known as Wing Tai Malaysia Sdn Bhd)
- Finance Director of Malaysian Mosaics Berhad
- Managing Partner of Messrs BDO
- Member of the Auditing and Accounting Technical and Financial Statement Review Committees, MICPA
- Member of the Developing Nations Committee, International Federation of Accountants
- Member of the Practice Review Committee, MIA
- Member of the Public Practice Committee, MICPA
- Special Administrator for several public listed companies pursuant to the Pengurusan Danaharta Nasional Berhad Act 1998

Mr. David Siew Kah Toong does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. He has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Member of Malaysian Institute of Accountants ("MIA")
- Member of Malaysian Institute of Certified Public Accountants ("MICPA")
- Member of Certified Public Accountant, Australia.

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

Listed

- None

Non-Listed

- Director, Chairman of Audit Committee and member of the Nomination and Remuneration Committee of Great Eastern Life Assurance (Malaysia) Berhad

MDM. TAN FONG SANG

Non-Independent Non-Executive Director

Age

Gender

Nationality

60



BOARD MEETINGS ATTENDED 2024

7/7

DATE OF APPOINTMENT
1 October 2020

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
4 years 2 months

MEMBERSHIP(S) OF BOARD COMMITTEES



SRMC

EXCO

SBC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- None

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Director of Crystal Coastal Sdn Bhd Corporation (2008), subsidiaries of Oversea-Chinese Banking Corporation Limited ("OCBC")
- Director of Great Eastern Life Assurance (M) Berhad
- Director of E2 Power Sdn Bhd, OCBC Capital (M) Sdn Bhd, OCBC Advisers (M) Sdn Bhd, OCBC Capital Corporation and OCBC Capital
- Executive positions in OCBC Bank (Malaysia) Berhad including position of the Chief Financial Officer

Mdm. Tan Fong Sang does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries save and except that she is a nominee director of Fraser and Neave, Limited, a major shareholder of the Company. She has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Member, Malaysian Institute of Accountants
- Bachelor of Accounting (Honours), Universiti Malaya

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

Listed

- None

Non-Listed

- Director of Great Eastern General Insurance (Malaysia) Berhad
- Director of OCBC Al-Amin Bank Berhad

Legend:

Chairman

Member

PROFILE OF BOARD OF DIRECTORS

DATUK KAMARUDDIN BIN TAIB

Independent Non-Executive Director

Age

67

Gender

Male

Nationality

Malaysia

BOARD MEETINGS ATTENDED 2024

7 / 17

DATE OF APPOINTMENT

8 November 2018

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)

6 years

MEMBERSHIP(S) OF BOARD COMMITTEES

NC

AC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Chairman of FIDE FORUM (Financial Institutions Directors Education FORUM)
- Non-executive member of Asia School of Business- President Advisory Committee

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Chairman of GHL Systems Berhad
 - Chairman of Great Eastern Takaful Berhad
 - Chairman of HSBC Amanah Malaysia Berhad
 - Director of BFC Exchange Sdn Bhd
 - Director of Great Eastern General Insurance (Malaysia) Berhad
 - Director of I Great Capital Holdings Sdn Bhd
 - Director and member of the Independent Review Panel of Great Eastern Life Assurance (Malaysia) Berhad
- Executive Chairman of DNV GL Malaysia Sdn Bhd
 - Member of Internal Audit Sub-committee and Human Resource Sub-committee of The Royal Selangor Golf Club
 - Non-Independent Non-Executive Director of Boost Holdings Sdn Bhd
 - Trustee of the Malaysian Oil & Gas Services Council

Datuk Kamaruddin bin Taib does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. He has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Bachelor of Science in Mathematics, University of Salford, United Kingdom

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

- Listed

 - Director of Malaysia Smelting Corporation Berhad
- Non-Listed

 - Independent Non-Executive Chairman of HSBC Bank Malaysia Berhad
- Independent Non-Executive Chairman of Malaysian Life Reinsurance Group Berhad
 - Independent Non-Executive Chairman of RAM Holdings Berhad and its wholly-owned subsidiary, RAM Rating Services Berhad

PUAN AIDA BINTI MD DAUD

Independent Non-Executive Director

Age

64

Gender

Female

Nationality

Malaysia

BOARD MEETINGS ATTENDED 2024

7 / 17

DATE OF APPOINTMENT

10 December 2018

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)

5 years 11 months

MEMBERSHIP(S) OF BOARD COMMITTEES

RC

SBC

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Director of Amway (Malaysia) Holdings Berhad
 - Group Head, Human Capital Division of Permodalan Nasional Berhad (“PNB”)
 - Senior Vice President, Human Capital Division of PNB
 - Head, Human Resource Operations & Administration Department of PNB
 - Head, Human Capital Planning & Development Department of PNB
 - Chief Executive Officer and Director of PNB Investment Institute Sdn. Berhad
- Member of the Board of Governors of Financial Planning Association, Malaysia
 - Represented PNB on the board of Cerebos Malaysia Sdn Bhd, Kim Fashion Knitwear (Malaysia) Sdn Berhad, Malaysian Nasional Reinsurance Berhad, Amalgamated Industries Steel Berhad and Lion Corporation Berhad
 - Head, Corporate Services Department of PNB
 - Research and Corporate Services Analyst of PNB

Puan Aida binti Md Daud does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. She has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Master of Business Administration, University of Strathclyde, Scotland
- Bachelor of Science in Business Administration (Finance and Law), Portland State University, USA
- Senior Associate Member of the Financial Securities Institute, Australia
- Certified Member of Financial Planning Association, Malaysia
- Diploma in Public Administration, Institut Teknologi MARA, Malaysia

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

- Listed

 - None
- Non-Listed

 - None

Legend:

Chairman

Member

PROFILE OF BOARD OF DIRECTORS

PUAN FARIDAH BINTI ABDUL KADIR

Independent Non-Executive Director

Age

Gender

Nationality

64



BOARD MEETINGS ATTENDED 2024

7/7

DATE OF APPOINTMENT
24 January 2018

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
6 years 10 months

MEMBERSHIP(S) OF BOARD COMMITTEES

NC

RC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Board member of Trustees of Yayasan Kadir & Fatimah
- Director of Fibertex Personal Care Sdn Bhd and Kay & Ef Sdn Bhd
- Vice President of the Society for the Severely Mentally Handicapped Children Selangor

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Advisor of The Industrialisation Fund for Developing Countries ("IFU"), Denmark (Malaysian projects)
 - Board member of Malaysian Danish Business Council, ISS Facility Services Sdn Bhd and Danfoss Industries Sdn Bhd
- Director of Kay & Ef Trading Sdn Bhd and Fatimah Hashim Holdings Sdn Bhd
 - Regional Representative of IFU
 - Executive of Permata Chartered Merchant Bank

Puan Faridah binti Abdul Kadir does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. She has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Master of Business Administration, Cranfield School of Management, United Kingdom
- Bachelor of Economics (Accounting & Finance), London School of Economics, United Kingdom

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

- Listed
 - None
- Non-Listed
 - None

DATUK MOHD ANWAR BIN YAHYA

Independent Non-Executive Director

Age

Gender

Nationality

70



BOARD MEETINGS ATTENDED 2024

7/7

DATE OF APPOINTMENT
24 January 2018

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
6 years 10 months

MEMBERSHIP(S) OF BOARD COMMITTEES

AC

SBC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Director of PT Minamas Gemilang and PT Anugerah Sumber Makmur

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Director of FGV Holdings Berhad
 - Director of Maybank Islamic Berhad
 - Director of MRANTI Corporation Sdn Bhd (formerly known as Technology Park Malaysia Corporation Sdn Bhd)
 - Director of Usains Holdings Sdn Bhd
 - Director of Pelaburan Hartanah Nasional Bhd
- Executive Director of Sage 3 Sdn Bhd
 - Chief Executive Officer of Permodalan Kelantan Berhad
 - Partner of Maybridge Consulting PLT
 - Partner of PricewaterhouseCoopers
 - Trustee of Padu Corporation
 - Finance Manager of Lembaga Kemajuan Kelantan Selatan

Datuk Mohd Anwar bin Yahya does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. He has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Bachelor of Science (Hons) in Economics and Accountancy, University of Hull, United Kingdom
- Chartered Accountant, Fellow of Institute of Chartered Accountant England & Wales
- Member, Malaysian Institute of Accountants
- Member, Malaysian Institute of Certified Public Accountants

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

- Listed
 - Director of SD Guthrie Berhad (formerly known as Sime Darby Plantation Berhad)
- Non-Listed
 - Director of Amanah Saham Nasional Berhad
 - Director of Public Islamic Bank Berhad

PROFILE OF BOARD OF DIRECTORS

Legend:

Chairman

Member

PROFILE OF BOARD OF DIRECTORS

DATO’ NG WAN PENG

Independent Non-Executive Director

Age

Gender

Nationality

60

7 / 17

BOARD MEETINGS ATTENDED 2024

DATE OF APPOINTMENT
17 January 2022

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
2 years 10 months

MEMBERSHIP(S) OF BOARD COMMITTEES

SRMC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Member of Council of Universiti Tunku Abdul Rahman

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Alternate Director of Commerce Dot Com Sdn Bhd and Cyberview Sdn Bhd
 - Chief Operating Officer of Malaysia Digital Economy Corporation
 - President of Big Bad Wolf Ventures Sdn Bhd
- Vice President and Senior Manager of Multimedia Development Corporation
 - Program Manager, Project Manager, Senior Systems Engineer of Sapura Advanced Systems
 - Systems Engineer of Uniphone Sdn Bhd

Dato’ Ng Wan Peng does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. She has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Bachelor of Computer Science, Universiti Sains Malaysia
- Senior Executive Leadership, Harvard Business School

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

- Listed
 - Director of Autocount Dotcom Berhad
 - Director of Iris Corporation Berhad
 - Director of Securemetric Berhad
- Non-Listed
 - Director of Hong Leong Assurance Berhad

MR. KOSIT SUKSINGHA

Non-Independent Non-Executive Director

Age

Gender

Nationality

58

6 / 7

BOARD MEETINGS ATTENDED 2024

DATE OF APPOINTMENT
10 June 2022

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
2 years 5 months

MEMBERSHIP(S) OF BOARD COMMITTEES

EXCO SRMC RC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Director of Sermasuk Public Company Limited (listed on The Stock Exchange of Thailand)
- Alternate Director of Fraser and Neave, Limited (listed on Singapore Exchange)
- Chairman of Industrial Beverage Pte. Ltd., SEAL (Cambodia) Logistics and Supply Chain Co., Ltd., SEAL (Cambodia) Pte., Ltd.
- Vice Chairman of Little John Digital Co., Ltd.
- Director and Vice Chairman of Dhospaak Co., Ltd., Modern Trade Management Co., Ltd. and Traditional Trade Management Co., Ltd.
- Director and 1st Vice Chairman of HAVI Logistics (Thailand) Limited and HAVI Food Distribution (Thailand) Co., Ltd.
- Director and 3rd Vice Chairman of Thai Beverage Logistics Co., Ltd.
- Director and 4th Vice Chairman of Chang International Co., Ltd., Charun Business 52 Co., Ltd., Feed Addition Co., Ltd., Thai Beverage Energy Co., Ltd., Thai Beverage Recycle Co., Ltd., Thai Cooperage Co., Ltd. and Thai Molasses Co., Ltd.
- Director and 5th Vice Chairman of Pan International (Thailand) Co., Ltd.
- Director of Argento Tech Co., Ltd., BeerCo (Cambodia) Co., Ltd., BetterBe Marketplace Co., Ltd., BevTech Co., Ltd., C.A.I. Co., Ltd., Cash Van Management Co., Ltd., Certu System, Inc., Certu Systems Co., Ltd., Chang Beer Company Limited, Chang Beer (Cambodia) Co., Ltd., Chang Holding Co., Ltd., D2C Services Co., Ltd., Digital and Technology Services Co., Ltd., Food of Asia Co., Ltd., Food and Beverage Holding Co., Ltd., Foods Group Company Limited, FSR Management Co., Ltd., Great Brands Limited, Home and Office Delivery Co., Ltd., Horeca Management Co., Ltd., Mee Chai Mee Chok Co., Ltd., Money Mine Company Limited, Must Be Company Limited, MLSC Myanmar Logistics and Supply Chain Company Limited, NocNoc Choice Company Limited, Oishi Holding Company Limited, Open Innovation Co., Ltd., Petform (Thailand) Co., Ltd., Shinasab Co., Ltd., Sirivadhanabhakdi Co., Ltd., Sermasuk Beverage Co., Ltd., Sermasuk Holding Co., Ltd., Sermasuk Training Co., Ltd., SEA Logistics & Technology Co., Ltd., South East Asia Logistics Pte. Ltd., So Water Company Limited, Sustainability Expo Co., Ltd., Tarad Dot Com Group Co., Ltd., T.C.C. Technology Co., Ltd., ThaiBev Accounting and Business Services Co., Ltd., ThaiBev HC Development Co., Ltd., Thai Beverage Training Co., Ltd., Thai Drinks Co., Ltd., The C Canvas Co., Ltd., Times Publishing Limited, TSpace Digital Co., Ltd., VietBev Company Limited, Vietnam Logistics and Supply Chain Company Limited, Wrangyer Beverage (2008) Co., Ltd. and TCC Group of Companies.

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Director of C A C Co., Ltd.
 - Executive Vice President, Chief Beer Business and Senior Vice President of the Related Business of Thai Beverage Public Company Limited
- Senior Vice President of Technical Supply Chain of Berli Jucker Public Company Limited

Mr. Kosit Suksingha does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries save and except that he is a nominee director of Fraser and Neave, Limited, a major shareholder of the Company. He has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Master of Business Administration (Honors), Oklahoma City University, USA
- Bachelor of Veterinary Science, Chulalongkorn University, Thailand

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

- Listed
 - None
- Non-Listed
 - None

PROFILE OF BOARD OF DIRECTORS

Chairman

Member

Legend:

PROFILE OF BOARD OF DIRECTORS

MR. MICHAEL CHYE HIN FAH

Non-Independent Non-Executive Director

Age

Gender

Nationality

65



BOARD MEETINGS ATTENDED 2024

7/17

DATE OF APPOINTMENT
17 January 2023

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
1 year 10 months

MEMBERSHIP(S) OF BOARD COMMITTEES

EXCO

SRMC

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Alternate Director of Fraser and Neave, Limited (listed on Singapore Exchange)
- Director of Saigon Beer-Alcohol-Beverage Corporation (listed on Ho Chi Minh Stock Exchange ("HSX"))
- Director of Vietnam Dairy Products Joint Stock Company (listed on HSX)
- Chairman of BeerCo (Cambodia) Co., Ltd., Havi Food Distribution (Thailand) Co., Ltd. and Havi Logistics (Thailand) Limited
- Chairman of Board of Directors of BevFood Holdings Pte. Ltd. and BevFood Trading (Cambodia) Co., Ltd.
- Chairman of Board of Management/Legal Representative, Vietnam F&B Alliance Investment Joint Stock Company (formerly known as Nga Son Investment Joint Stock Company)
- Executive Chairman/2nd Vice Chairman of Chang International Co., Ltd.
- Director of Alliance Asia Investment Private Limited, Alliance Strategic Investments Pte. Ltd., Apex Equity Group Pte. Ltd., Asia Breweries Limited, ASM International Limited, Aurora Boom Capital Pte. Ltd., Beer Chang International Limited, BeerCo Limited (incorporated in Hong Kong), BevCo Limited (incorporated in Hong Kong), BevCo Limited (incorporated in Thailand), Cambodia Breweries Pte. Ltd., Capital Prosperity Venture Pte. Ltd., Chang Beer (Cambodia) Co., Ltd., Chang Beer Company Limited, Chang Beer UK Limited, Chang Corporation Co., Ltd., Chang Holding Co., Ltd., F&N Retail Connection Co., Ltd., Grand Royal Group International Company Limited (formerly known as Myanmar Distillery Company Limited), Heritas Capital Management Pte. Ltd., Honor Harmony Holding Group Pte. Ltd., Tsao Pao Chee Group Limited (formerly known as IMC Pan Asia Alliance Corporation), InterBev (Singapore) Limited, InterBev (Singapore) 2019 Limited, InterBev Trading (China) Limited, International Beverage Holdings Limited, International Beverage Holdings (New Zealand) Limited, International Beverage Holdings (Singapore) Pte. Limited, International Beverage Holdings (UK) Limited, International Beverage Trading (Hong Kong) Limited, International Breweries Limited, InterF&B Pte. Ltd., Inver House Distillers Limited, Inver House Distillers (ROI) Limited, Max Asia Food and Beverage (Thailand) Co., Ltd., MLSC Myanmar Logistics and Supply Chain Company Limited, Myanmar Supply Chain and Marketing Services Company Limited, Opulent Business Solutions Pte. Ltd., Plenty Max Property Holdings Pte. Ltd., Prospera Investing Ventures Pte. Ltd., Prudence Holdings Limited, SEA Logistics & Technology Pte. Ltd., Siam Breweries Limited, South East Asia Logistics Pte. Ltd., Stellar Asset Investment Pte. Ltd., Super Brands Company Pte. Ltd., Super Beer Brands Limited (formerly known as Beer Super Brands Limited), Super Food Brands Company Pte. Ltd., Thai Breweries Limited, Timeless Treasure Investing Pte. Ltd., Trendy Prosperity Holding Pte. Ltd., VietBev Company Limited, Vietnam Logistics and Supply Chain Company Limited and Wellwater Limited
- Director and Chief Executive Officer of BeerCo Limited (incorporated in Singapore)
- Director/Legal Representative of Vietnam Beverage Company Limited (formerly known as Nga Son Beverage Joint Stock Company)
- Member of the Supervisory Board of Larsen le Cognac des Vikings

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- International Beverage Trading Limited, Marketing Magic Pte. Ltd., DECCO 235 Ltd. and So Water Company Limited.
- Executive Director of Super Brands Company Pte. Ltd.
- Executive Vice-President, Finance and Accounting Group, Deputy Group CFO and Chief Finance Officer - International Business of Thai Beverage Public Company Limited
- Group Chief Financial Officer of International Beverage Holdings Limited

Mr. Michael Chye Hin Fah does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries save and except that he is a nominee director of Fraser and Neave, Limited, a major shareholder of the Company. He has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Master of Business Studies with Distinction in Accounting and Finance, Massey University, New Zealand
- Bachelor of Business Studies with First Class Honours 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
• None

Non-Listed
• None

MRS. TONGJAI THANACHANAN

As Alternate Director to Mr. Kosit Suksingha
Non-Independent Non-Executive Director
(Resigned on 11 November 2024)

Age

Gender

Nationality

56



Attended
the Meeting
for and on
behalf of
Mr. Kosit
Suksingha

BOARD MEETINGS ATTENDED 2024

1/1

DATE OF APPOINTMENT
10 June 2022

LENGTH OF SERVICE (AS AT 30 NOVEMBER 2024)
2 years 5 months

Note:
Fraser and Neave, Limited has on 2 November 2024 nominated Mrs Tongjai Thanachanan to be a Non-Independent Non-Executive Director of the Company ("Proposed Nomination"). The Proposed Nomination is subject to approval by the shareholders at the Company's AGM on 15 January 2025.

PROFILE OF BOARD OF DIRECTORS

Legend:

Chairman

Member

PRESENT DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Director of BetterBe Marketplace Co., Ltd., Digital and Technology Services Co., Ltd., Little John Digital Co., Ltd., Money Mine Company Limited, Must Be Company Limited, Open Innovation Co., Ltd., Pracharath Rak Samakkee Social Enterprise (Thailand) Co. Ltd., Siam Able Innovation (Social Enterprise) Company Limited, Thai Beverage Training Co., Ltd. and ThaiBev HC Development Co., Ltd.
- Director/Executive Director of C.A.I. (Social Enterprise) Co., Ltd.
- Executive Vice President, Chief Sustainability & Strategy of Thai Beverage Public Company Limited (listed on Singapore Exchange)
- Executive Committee Member of Sermasuk Public Company Limited (listed on The Stock Exchange of Thailand)
- Vice Chairman of Sustainability Expo Co., Ltd.
- Member of Supervisory Board of Larsen le Cognac des Vikings
- Secretary of Foundation for the Institute of Social Enterprise Development

PAST DIRECTORSHIP(S) AND/OR PAST APPOINTMENT(S)

- Alternate Director to Mr. Kosit Suksingha of Fraser & Neave Holdings Bhd
- Director of Sermasuk Public Company Limited (listed on The Stock Exchange of Thailand)
- Senior Vice President, Chief Sustainable Business Development of Thai Beverage Public Company Limited
- Managing Director of Pracharath Rak Samakkee Social Enterprise (Thailand) Co., Ltd.
- Advisor to Risk Management Committee Member of The Thai Red Cross Society
- Advisor to Executive Committee of Mae Fah Luang Foundation Under Royal Patronage
- Senior Advisor, Partner and Managing Director of The Boston Consulting Group (Thailand) Ltd.
- Speaker of Thai Institute of Directors Association

Mrs. Tongjai Thanachanan does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries, save and except that she is a nominee director of Fraser and Neave, Limited a major shareholder of the Company. She has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

QUALIFICATION(S)

- Master of Management (MBA) in Finance and International Business, Kellogg Graduate School of Management, Northwestern University, USA
- Bachelor of Arts (Magna Cum Laude) in Economics and East Asian Studies, Princeton University, USA

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

Listed
• None

Non-Listed
• None

PROFILE OF KEY SENIOR MANAGEMENT

PROFILE OF KEY SENIOR MANAGEMENT



Age58

Gender

Nationality

LIM YEW HOE
Chief Executive Officer

DATE OF APPOINTMENT
1 December 2014

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Master of Business Administration (Banking and Finance), Nanyang Technological University, Singapore
- Bachelor of Science (Estate Management), National University of Singapore

WORK EXPERIENCE

- Joined Asia Pacific Breweries Limited (now known as Heineken Asia MTN Pte Ltd) in 1997 and has held various senior positions in Asia Pacific Breweries Limited Group, the last being Managing Director of Asia Pacific Brewery (Hanoi) Limited in 2014.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

*Note:
Other than holding 60,000 shares in Fraser & Neave Holdings Bhd ("Company"), he does not hold any shares in the Company's subsidiaries. He does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. He has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.*



Age51

Gender

Nationality

TIONG YEAP YAU
Chief Financial Officer

DATE OF APPOINTMENT
1 February 2022

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Member of Malaysia Institute of Accountants (MIA)
- Fellow of Chartered Institute of Management Accountants (FCMA)
- Chartered Global Management Accountant (CGMA)

WORK EXPERIENCE

- Over 27 years of cross-industry experience in manufacturing, trading and hospitality industries in the field of sales planning, finance, accounting, tax and treasury, business planning and budgeting management.
- Prior to joining the Company, he held managerial and leadership roles in Cadbury Confectionery, Permais Sandilands, Guinness Anchor Berhad, Hong Kong Sa Sa (Malaysia & Singapore) and the last being APAC FP&A Director at Amway Business Services for the Asia Pacific Region.
- Joined Fraser & Neave Holdings Bhd Group in 2019 as a Finance Director for Domestic Commercial Operations prior to assuming the current position.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age60

Gender

Nationality

SUCHIT RIEWCHAROON
Managing Director, F&N Dairies (Thailand) Limited

DATE OF APPOINTMENT
1 April 2019

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Master of Marketing, Thammasat University, Thailand
- Bachelor of Business Administration majoring in Marketing, Assumption University of Thailand

WORK EXPERIENCE

- February 2007 to March 2019 - Head of Sales for Thailand and Indochina of F&N Dairies (Thailand) Limited
- 1988 to 2007 – held various managerial positions in Nestle (Thai) Limited, the last being Business Excellence and Training Manager.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

PROFILE OF KEY SENIOR MANAGEMENT



Age48

Gender

Nationality

JORDAN NG BOON LEONG

Managing Director, Beverages & Dairies
(Peninsular Malaysia)

DATE OF APPOINTMENT
1 October 2022

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Science (Hons) in Food Science and Technology, Universiti Putra Malaysia

WORK EXPERIENCE

- More than 21 years of diverse experience in the manufacturing and supply chain domains across various sectors, including fast food, confectionery, dairies, infant formula, snacking, and food and beverage.
- Before joining the Company, he was attached to several global FMCG companies, including Mondelez Malaysia, Dutch Lady and Macfood Services.
- Joined Fraser & Neave Holdings Bhd Group in November 2019 as Senior Manager of Dairies Manufacturing. Subsequently, served as Senior Director, Manufacturing and Supply Chain. Assumed additional portfolio to include Domestic Commercial Operations before being promoted to the current position.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age47

Gender

Nationality

GRAHAM LIM

Managing Director, Commercial Operations
(East Malaysia & Brunei)

DATE OF APPOINTMENT
1 July 2021

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Business majoring in Marketing & Finance, University of Technology Sydney, Australia

WORK EXPERIENCE

- October 2016 to March 2022 – Director, Marketing of Fraser & Neave Holdings Bhd Group prior to assuming the current position, a combined role of Domestic Commercial Operations and Marketing.
- Positions held in Fraser and Neave, Limited Group:
 - July 2020 to March 2021 – General Manager, Warburg Vending Malaysia
 - September 2011 to June 2016 - Country Manager for F&N Foods Myanmar Branch Office.
 - February 2008 to August 2011 - Regional Marketing Manager, Sports Beverages.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age54

Gender

Nationality

LAI MING KONG

Managing Director,
F&N International Market Sdn Bhd

DATE OF APPOINTMENT
1 April 2022

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Economics majoring in Business Administration, Universiti Malaya.

WORK EXPERIENCE

- Over 27 years of experience in Sales & Marketing across the FMCG industry, among which was as Vice President of Consumer Goods Division in DKSH Group.
- September 2018 till Present - Managing Director for Emerging & New Market of Fraser and Neave, Limited before assuming added responsibility as the Managing Director, International Markets Development effective 1 April 2022.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age54

Gender

Nationality

DATO' RAFFIQ BIN MD ARIFF

Managing Director,
Foods & Industry Engagement

DATE OF APPOINTMENT
1 November 2019

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Accountancy, Universiti Teknologi MARA
- ACCA (Partial), Emile Woolf College of Accountancy, United Kingdom

WORK EXPERIENCE

- Began his career at a public accounting firm before assuming managerial positions in several multinational companies such as Samsung Malaysia.
- Joined Fraser & Neave Holdings Bhd Group in January 2017 as Senior Manager, International Markets Development and later assumed the position of Director, Government & Industry Engagement and Halal Affairs before being promoted to the current role.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

PROFILE OF KEY SENIOR MANAGEMENT



Age 57

Gender 

Nationality 

DR. YAP PENG KANG
Managing Director, Agriculture & Dairy Farm

DATE OF APPOINTMENT
1 August 2023

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Doctorate of Philosophy (PhD) in Microbiology, National University of Singapore
- Bachelor of Science (Hons) in Microbiology, National University of Singapore

WORK EXPERIENCE

- Over 23 years of experience in the brewery industry and had held various senior positions in the Heineken Group of Companies.
- Prior to assuming the current role, he was the Head, Group Research & Development of Fraser and Neave, Limited in October 2017 and has headed manufacturing, and procurement teams within F&NHB.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age 64

Gender 

Nationality 

DAVID HOONG CHEONG WAI
Senior Director, Human Capital

DATE OF APPOINTMENT
5 August 2013

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Arts majoring in Business Administration and Industry Psychology, Wilfrid Laurier University, Waterloo, Ontario, Canada

WORK EXPERIENCE

- Over 35 years of human resource management experience in the manufacturing environment for large organisations of various industries.
- June 2006 to July 2013 - Vice President, Human Resource of Unisem (M) Berhad
- Joined Fraser & Neave Holdings Bhd Group as Head, Group Human Capital in August 2013 and later re-designated as First Vice President, Human Capital before being promoted to the current position.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age 60

Gender 

Nationality 

NG ENG CHEANG
*Commercial Advisor
(Foods & East Malaysia and Brunei)*

DATE OF APPOINTMENT
1 December 2021
(Retired on 30 November 2024)

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Business in Business Administration (Distinction), RMIT Melbourne, Australia

WORK EXPERIENCE

- 30 years of experience in FMCG across many MNCs namely Cadbury, Danone, Campbell Soups, Etika/Asahi and the last role in Bernas as the Group Managing Director for its Go to Market businesses.
- Prior to assuming an advisory role for the Food Pillar and Domestic Commercial Operations (“DCO”) in East Malaysia and Brunei starting 1 July 2024 until retirement, he served as the Managing Director, DCO (Malaysia) at Fraser & Neave Holdings Bhd Group.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

PROFILE OF KEY SENIOR MANAGEMENT



Age 62

Gender 

Nationality 

TIMOTHY OOI AIK TUAN
*Director, Group Legal Counsel &
Company Secretary*

DATE OF APPOINTMENT
5 December 2018

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Laws (Hons), University of London, United Kingdom
- Barrister-at-Law, Middle Temple
- Licensed Company Secretary

WORK EXPERIENCE

- Over 38 years’ experience as legal counsel, company secretary and compliance officer in various organisations in Hong Kong and Malaysia.
- 2012 – Head, Legal of Fraser & Neave Holdings Bhd Group
- 2018 – In addition to heading the legal department, he assumed the role of Company Secretary of Fraser & Neave Holdings Bhd and oversees the company secretarial services of the F&NHB Group.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

PROFILE OF KEY SENIOR MANAGEMENT



Age 59

Gender 

Nationality 

JASMINE TEO GEOK LIN
Director, Digital Solutions & Technology

DATE OF APPOINTMENT
1 January 2020

- ACADEMIC/PROFESSIONAL QUALIFICATION(S)
- Bachelor of Science majoring in Mathematics, National University of Singapore

- WORK EXPERIENCE
- 36 years of IT experience working in both public and private sectors in Singapore, in the area of software design and development, SAP system support and cybersecurity. In senior IT leadership position for more than 20 years, developing IT strategy and leading digital transformation.
 - Prior to joining F&N, she spent 16 years as senior vice president in Sembcorp Industries, setting up and heading the global IT Shared Services function for the whole group.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age 49

Gender 

Nationality 

KAREN TAN CHUI CHUI
Director, Communications, Corporate Affairs & Sustainability

DATE OF APPOINTMENT
1 October 2020

- ACADEMIC/PROFESSIONAL QUALIFICATION(S)
- Bachelor of Social Science (Hons) majoring in Economics, Universiti Sains Malaysia

- WORK EXPERIENCE
- Over 25 years’ cross-industry experience specialising in communications, marketing and stakeholder engagement at local and regional levels.
 - Joined Fraser & Neave Holdings Bhd in 2011 as Group Corporate Affairs Manager and has led the Communications, Corporate Affairs and Sustainability portfolio for the Group since 2015.
 - Prior to F&N, she held various managerial positions at Fuji Xerox Malaysia, Hewlett-Packard Malaysia and DHL Express Singapore.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Malaysian Recycling Alliance Berhad (MAREA), a company limited by guarantee.



Age 40

Gender 

Nationality 

KELLEIGH FOO CHOOI KIAN
Director, Malaysia Operations (Foods) & Risk Management

DATE OF APPOINTMENT
1 October 2022

- ACADEMIC/PROFESSIONAL QUALIFICATION(S)
- Bachelor of Business Administration (Hons), University of Derby, United Kingdom
 - Certified Internal Auditor, Professional Member of The Institute of Internal Auditors Malaysia

- WORK EXPERIENCE
- Over 17 years of cross-industry experience in risk management, corporate planning, governance, compliance and auditing.
 - October 2022 to present - Assumed the role of Head of Malaysia Operations (Foods) effective 1 September 2024 in addition to overseeing Risk Management. She is also the Market Secretariat of the Malaysian Market Management Committee under Transformation Programme.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

PROFILE OF KEY SENIOR MANAGEMENT



Age 61

Gender 

Nationality 

LAU CHENG YEW
Director, Property & Integrated Projects

DATE OF APPOINTMENT
16 July 2019

- ACADEMIC/PROFESSIONAL QUALIFICATION(S)
- Certificate in Marketing Management from Universiti Teknologi MARA (formerly known as Institut Teknologi MARA)

- WORK EXPERIENCE
- Over 33 years of diverse commercial experience, encompassing sales operations, marketing and business development, and seven years in property management.
 - Joined the company in 1996 as a Sales Manager and has since held several key managerial roles in the Company.
 - Prior to assuming the current role in 2019, he served as the Vice President – Commercial & Business Development.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

PROFILE OF KEY SENIOR MANAGEMENT



Age 49

Gender 

Nationality 

LEE LAY YEAN
Director, Commercial
(Premier Milk (Malaya) Sdn Berhad)

DATE OF APPOINTMENT
1 July 2022

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Commerce (Management & Marketing), Curtin University of Technology, Western Australia

WORK EXPERIENCE

- Over 25 years of experience in business analysis, planning and development across logistic industry and fast moving consumer goods industry. Prior to re-joining F&N in 2013, she held managerial roles in DHL Express (M) Sdn Bhd and Tetra Pak (M) Sdn Bhd.
- Positions held in Fraser & Neave Holdings Bhd Group:
 - August 2023: Managing Director, Commercial Strategies & Business Development (Agriculture & Dairy Farm) before assuming the current role.
 - 2022-2023: Managing Director (Agriculture & Dairy Farm)
 - 2015-2022: Senior Manager, Business Capability & Strategy
 - 2013-2015: Corporate Planner
 - 1998-2003: Pricing, Business Analyst (Logistics), Key Account Manager

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age 52

Gender 

Nationality 

ALBERT LOH WEE HAN
Director, Internal Audit

DATE OF APPOINTMENT
17 September 2019

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Commerce (Accounting & Finance), University of Western Australia, Australia
- Certified Practicing Accountant (CPA Australia)
- Professional Member of The Institute of Internal Auditors Malaysia

WORK EXPERIENCE

- 30 years of relevant working experience spanned across food and beverage, brewery, property, printing and publishing, and engineering sectors.
- Prior to joining the Company, he held senior managerial positions in his previous employments, including Fraser and Neave, Limited and Heineken Asia Pacific Pte Ltd.

PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil



Age 53

Gender 

Nationality 

ZAINAL ABIDIN MUSA @ HUSSAIN
Director, Corporate Planning

DATE OF APPOINTMENT
1 October 2024

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Mass Communications, Universiti Teknologi MARA (UiTM)

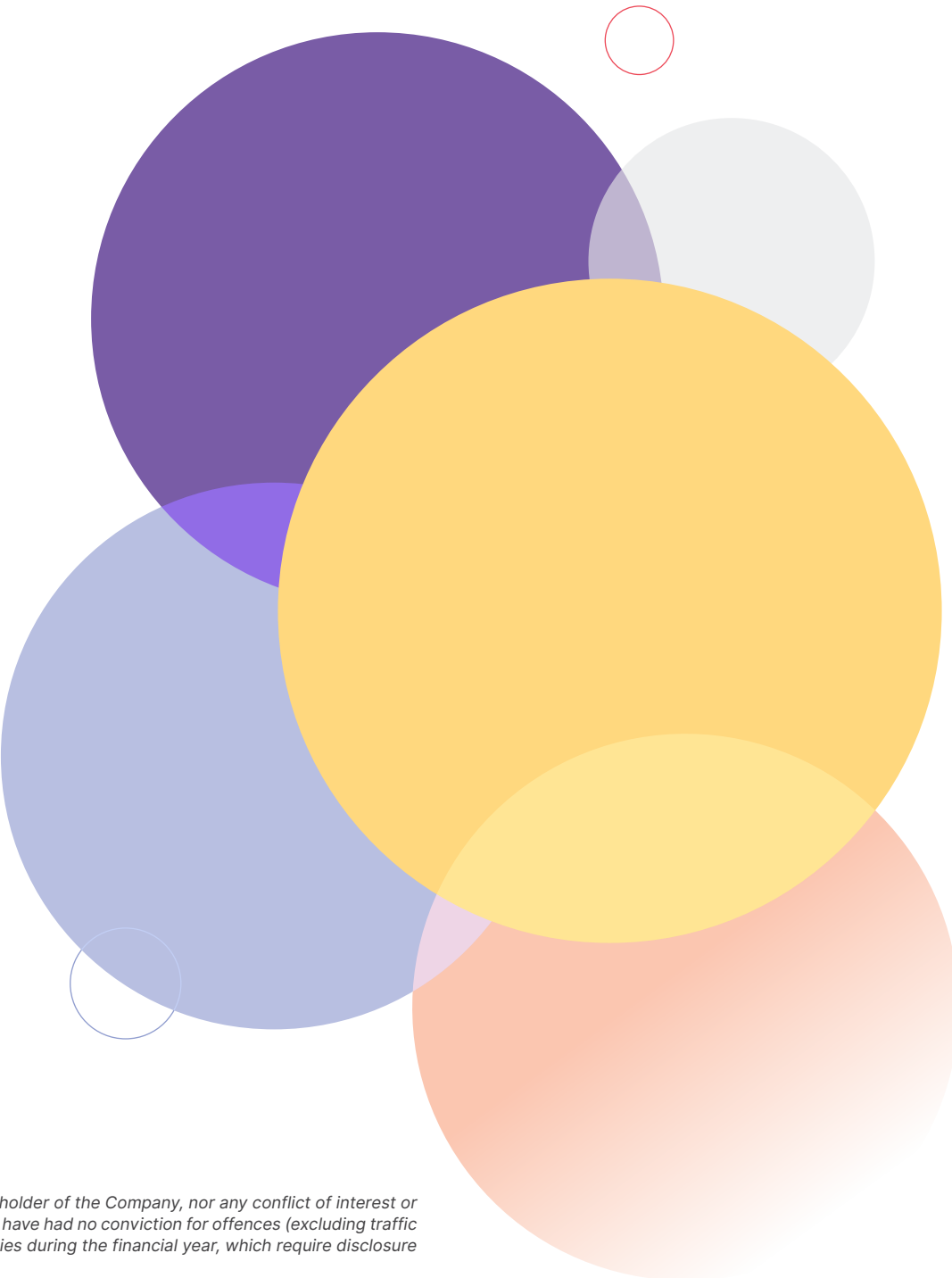
WORK EXPERIENCE

- With over 30 years of diverse commercial experience, spanning sales, marketing operations, trade marketing, consumer marketing, innovation and business development, and halal food.
- Joined the Company in 1998 as Head of Marketing Operations and has since held several key management roles in the Company.
- Instrumental in ThaiBev's three-year transformation project to shape the Group's "Beyond ASEAN" strategy.
- Before assuming the current role in 2024, he served as the Marketing Director for Halal Food, where he drove strategic initiatives to expand the brand's reach.

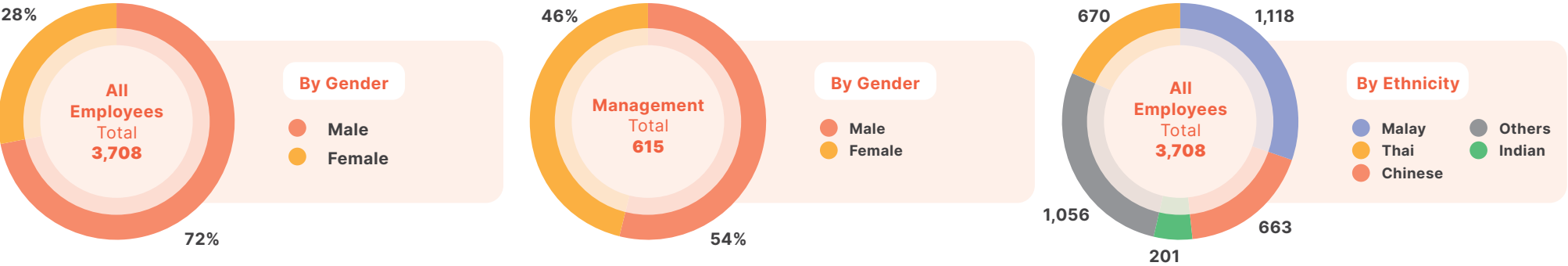
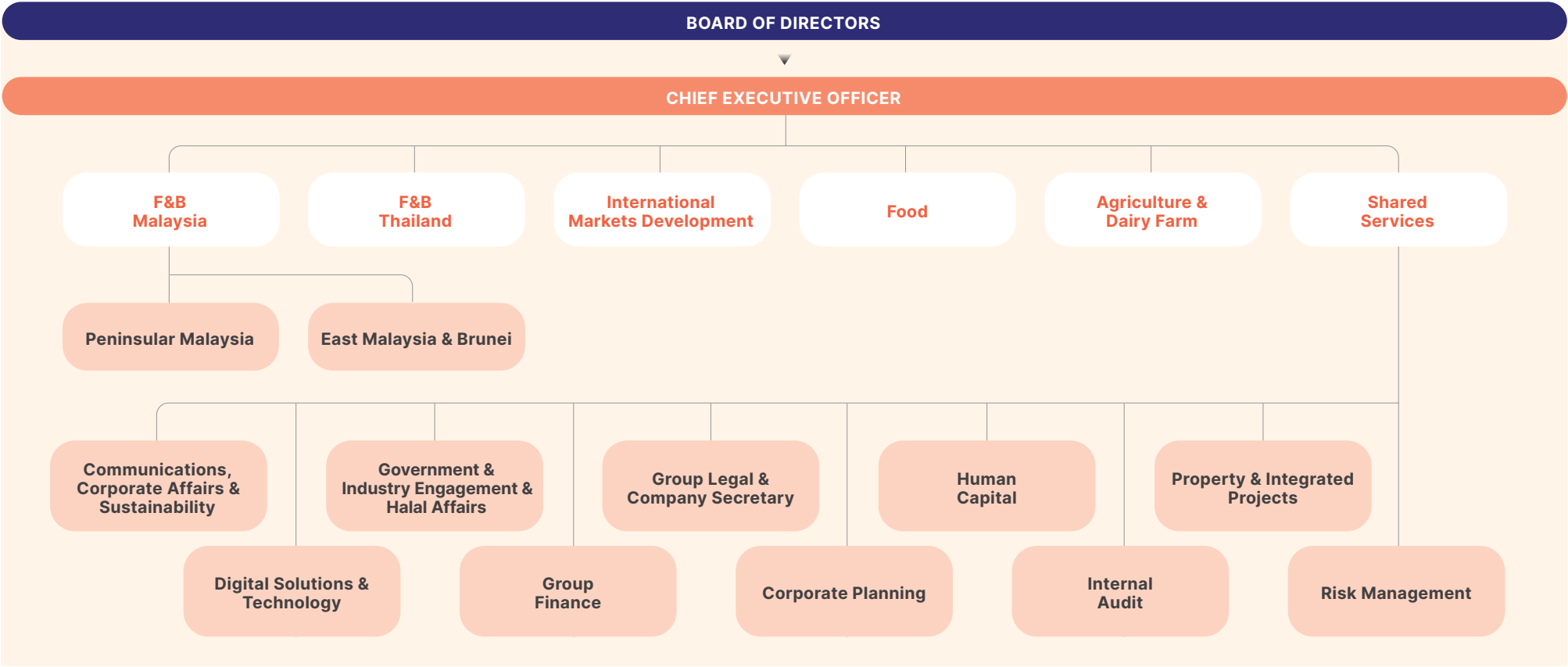
PRESENT DIRECTORSHIP(S) IN PUBLIC COMPANY(IES) AND LISTED ISSUER(S)
Nil

Note:
None of the above Key Senior Management members have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. They have had no conviction for offences (excluding traffic offences) within the past five years and have had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

PROFILE OF KEY SENIOR MANAGEMENT



ORGANISATION STRUCTURE



Capturing Value
for the Society



Our care for the society is reflected in our unwavering commitment to ethics, human rights and corporate governance, which are key drivers of our business strategy and the foundation on which we build trust. We make it our mission to reduce our carbon footprint, encourage individuals and communities to take actionable steps towards a more sustainable future, for generations to come.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

COMPLIANCE WITH THE MALAYSIAN CODE ON CORPORATE GOVERNANCE

The Board believes that the Company has adhered to the principles and complied with the provisions outlined in the Malaysian Code on Corporate Governance 2021 (“CG Code”), except where noted in our Corporate Governance Report 2024 (“CG Report”).

This Corporate Governance Overview Statement offers a summary of the Company’s corporate governance practices throughout the financial year ended 30 September 2024 (“Financial Year 2024”), focusing on the three key principles laid out in the CG Code.

For a detailed account, readers are encouraged to consult the CG Report, which is available on the Company’s website at <https://fn.com.my/investors/ar2024/>. The CG Report outlines how the Company has implemented each practice of the CG Code, noting any deviations and the alternative measures adopted where applicable during the period under review.

OUR GOVERNANCE APPROACH

The Company maintains a clear and effective distinction between the responsibilities of the Board and the Management Team, a cornerstone of its strong governance framework. Central to this approach is the belief that a successful company is steered by a capable and entrepreneurial board, tasked with ensuring the long-term sustainable success of the business and creating value for all stakeholders.

To reinforce this, the Board has established a formal framework that delegates financial, commercial, and operational authorities, clearly defining the scope and powers of the Chief Executive Officer (“CEO”) and the Management Team.

EFFECTIVE LEADERSHIP

Board

The Board is collectively accountable to the Company’s shareholders for setting the direction and overseeing the Company’s operations to ensure its long-term success. Throughout the financial year, the Board convened regularly, both in person and virtually, to approve the Group’s strategic goals, lead the organisation within a framework of effective controls, assess and manage risks, and ensure sufficient resources were allocated to achieve the established objectives.

Guided by a Board Charter, the Board ensures the proper and efficient fulfilment of its responsibilities, with the Charter available for review on the Company’s website. Certain key matters are reserved specifically for the Board’s approval, as detailed in the Board’s Chart of Authority and the CG Report.

AC

Audit Committee

- Overseeing accounting, audit financial reporting and internal control processes as well as the Group’s internal audit function; and
- Ensuring the effectiveness and quality of the work produced by the Group’s external auditors.

NC

Nominating Committee

- Reviewing the structure, size, composition and performance of the Board and its Committees;
- Matching the skills, knowledge and experience of Directors to the Group’s business strategy and requirements;
- Reviewing and recommending candidates for appointments to the Board and its Committees, and for the position of the CEO; and
- Considering succession planning and the development of a diverse pipeline for the Board and senior roles.

RC

Remuneration Committee

- Making recommendations to the Board for the overall remuneration policies and frameworks for Director and the Senior Management Team.

EXCO

Group Executive Committee

- Formulating strategic direction and initiatives including mergers and acquisitions or disposal of businesses, investments and product portfolio, so that the Company can achieve its objective of delivering long-term shareholder value creation;
- Providing direction and guidance to management, and overseeing management’s performance; and
- Facilitating faster decision-making relating to important strategic and major operational issues facing the Group.

SRMC

Sustainability & Risk Management Committee

- Overseeing the Group’s risk management framework and policies, and ESG strategy;
- Monitoring progress against ESG objectives and targets; and
- Continually assessing emerging, existing and changing risks as well as monitoring the effectiveness of corresponding controls.

SBC

Share Buy-Back Committee

- Making recommendations to the Board and implementing the Board’s decision on share buy-back within specific parameters.

Board Committees

The Company’s governance framework delegates key responsibilities to various Board Committees, while ultimate decision-making authority remains with the full Board. The written Terms of Reference of the Nominating, Audit, Remuneration, Sustainability & Risk Management, Group Executive, and Share Buy-Back Committees can be found on the Company’s website at <http://www.fn.com.my>. The primary functions of each Committee are detailed in the sections above.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

ROLES AND RESPONSIBILITIES

Chairman and CEO

The roles of Chairman of the Board and CEO are held by separate individuals, with their responsibilities clearly outlined in the Board Charter. This separation ensures a balance of power and authority, enabling the Chairman and CEO to fulfil their distinct duties effectively.

The Chairman of the Board is tasked with ensuring the Board’s overall effectiveness and conduct, focusing on strategy, governance, and compliance. The Chairman also promotes constructive relationships between Directors and between the Board and management, while fostering open and productive dialogue between the Board and shareholders.

The CEO is responsible for the day-to-day management of the Group, ensuring operational efficiency and overseeing the implementation of Board policies, strategies, and decisions. Together with the Management Team, the CEO runs the Group’s business in line with the Board’s strategic direction and guidance.

Non-Executive Directors

All Non-Executive Directors, beyond their responsibilities for strategy and business outcomes, play a crucial role in upholding strong corporate governance, ensuring that no individual or group unduly influences the Board’s decision-making. Each Director brings extensive experience from senior positions across a range of industries and jurisdictions, offering valuable external perspectives to the Board’s discussions through their insights from diverse sectors and regions.

This breadth of expertise allows them to make meaningful contributions to Board decisions by providing constructive challenge and holding both management and the CEO accountable to agreed performance objectives.

Company Secretary

The Board is supported by a Company Secretary, who holds a legal qualification and is duly certified to serve in this capacity under the Companies Act 2016. The Company Secretary plays a vital advisory role, offering guidance to the Board on statutory and regulatory obligations, with a particular focus on corporate governance matters, and ensuring full compliance with relevant laws, rules, and regulations.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CORPORATE GOVERNANCE OVERVIEW STATEMENT

NON-INDEPENDENT NON-EXECUTIVE CHAIRMAN

Y.A.M. TENGKU SYARIF BENDAHARA PERLIS SYED BADARUDIN JAMALULLAIL IBNI ALMARHUM TUANKU SYED PUTRA JAMALULLAIL

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

MR. HUI CHOON KIT

MDM. TAN FONG SANG

MR. KOSIT SUKSINGHA

MR. MICHAEL CHYE HIN FAH

MRS. TONGJAI THANACHANAN
Alternate Director to Mr. Kosit Suksingha
(Resigned on 11 November 2024)

INDEPENDENT NON-EXECUTIVE DIRECTOR

MR. DAVID SIEW KAH TOONG

Y.BHG. DATUK KAMARUDDIN BIN TAIB

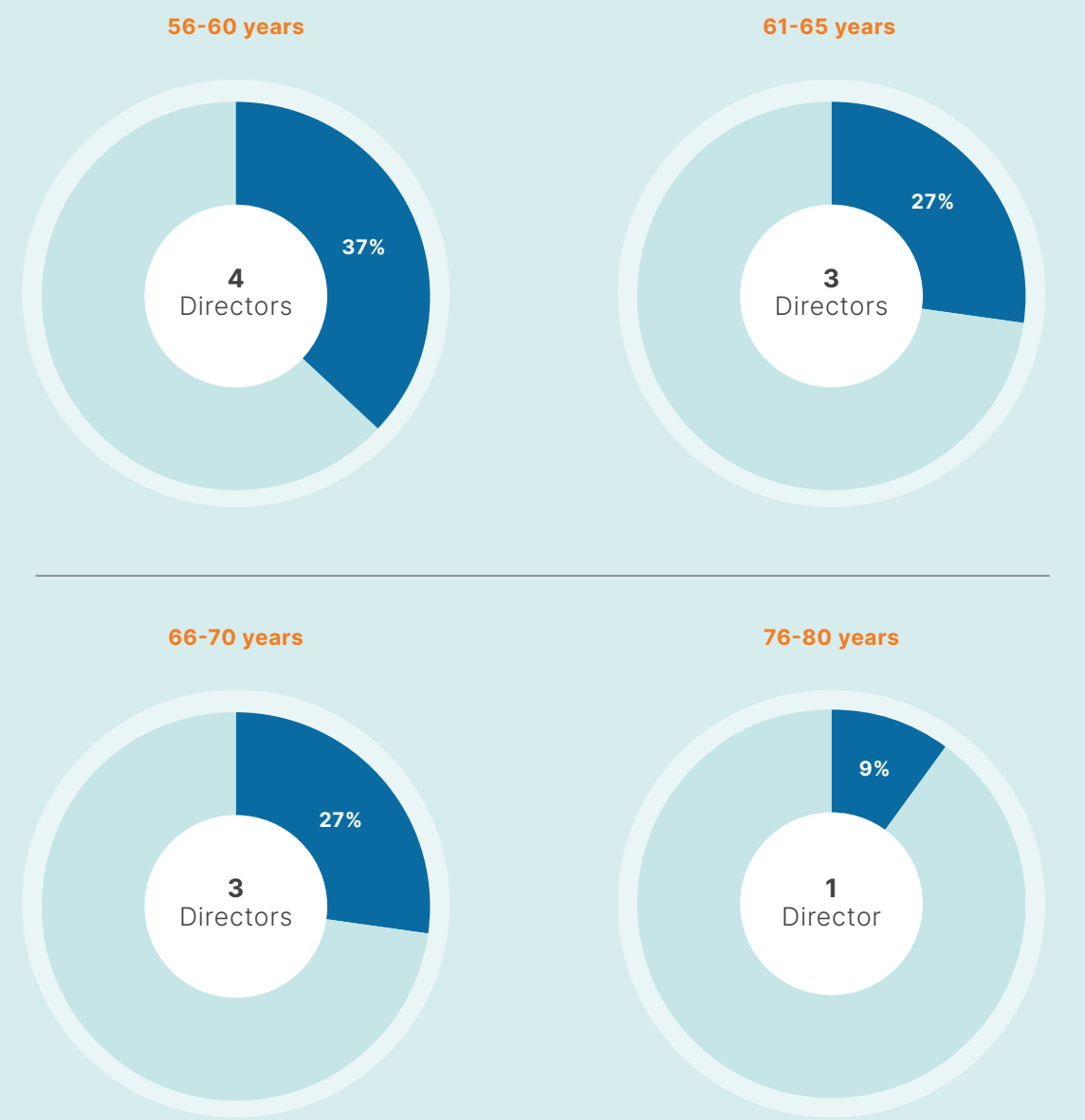
PUAN AIDA BINTI MD DAUD

PUAN FARIDAH BINTI ABDUL KADIR

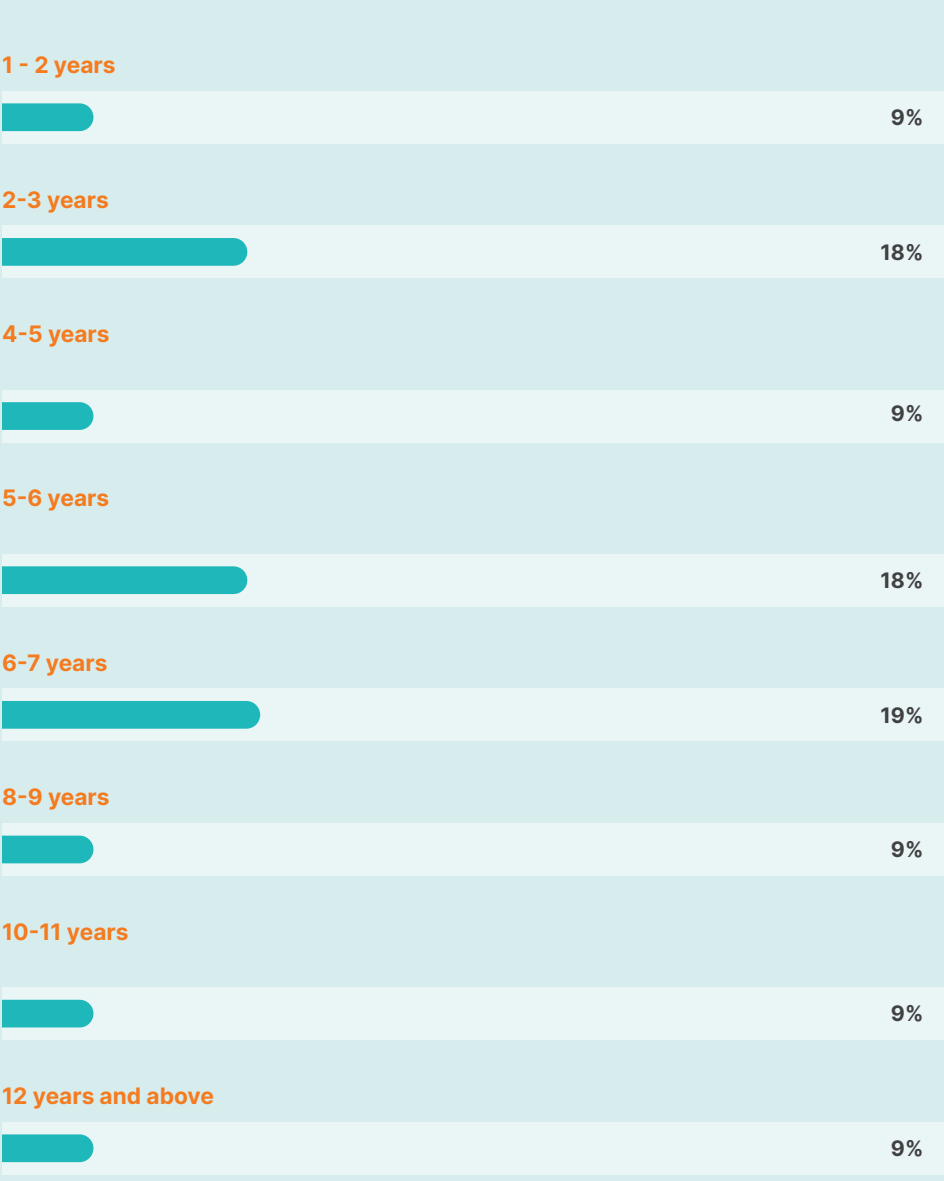
Y.BHG. DATUK MOHD ANWAR BIN YAHYA

Y.BHG. DATO' NG WAN PENG

BOARD AGE DIVERSITY



BOARD TENURE

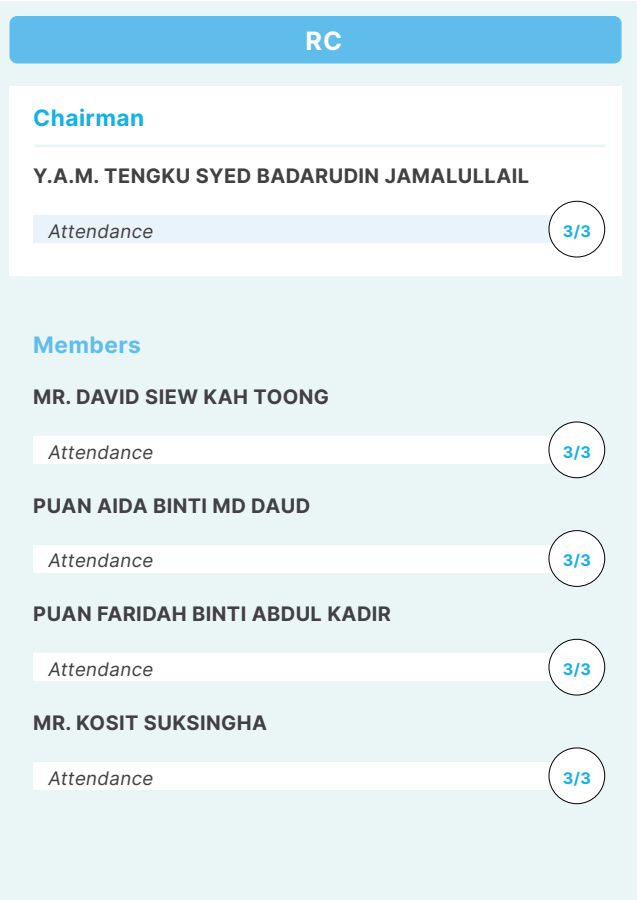
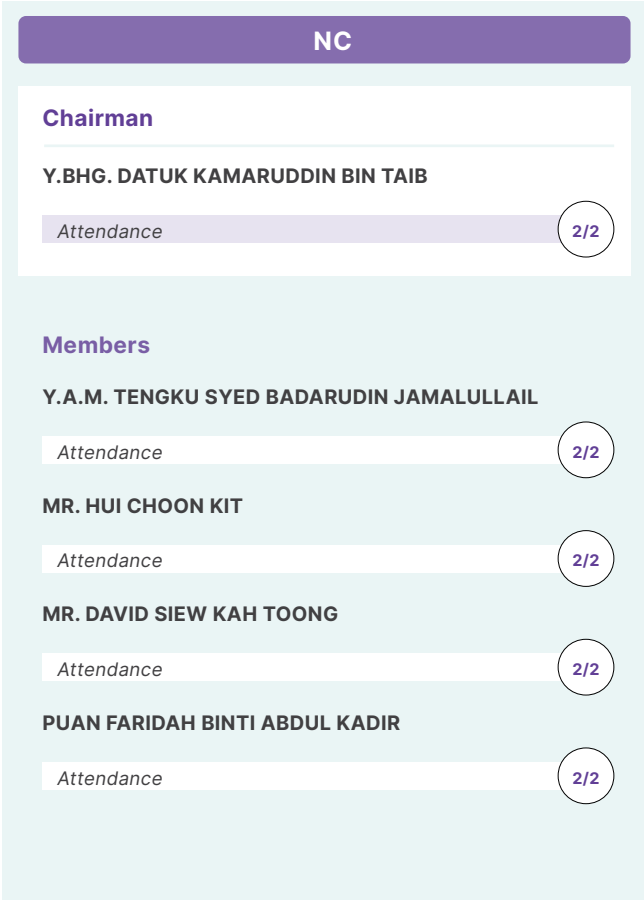
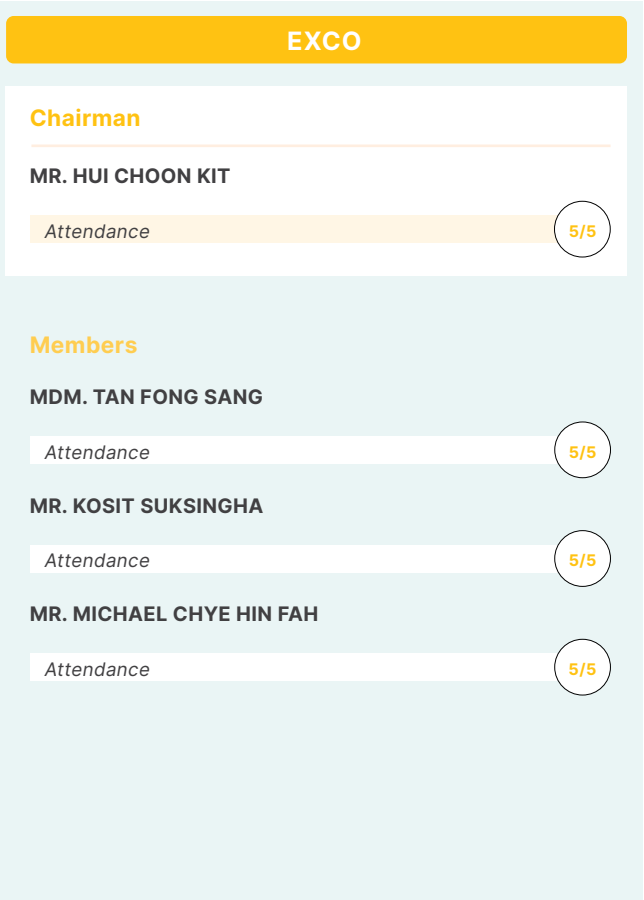
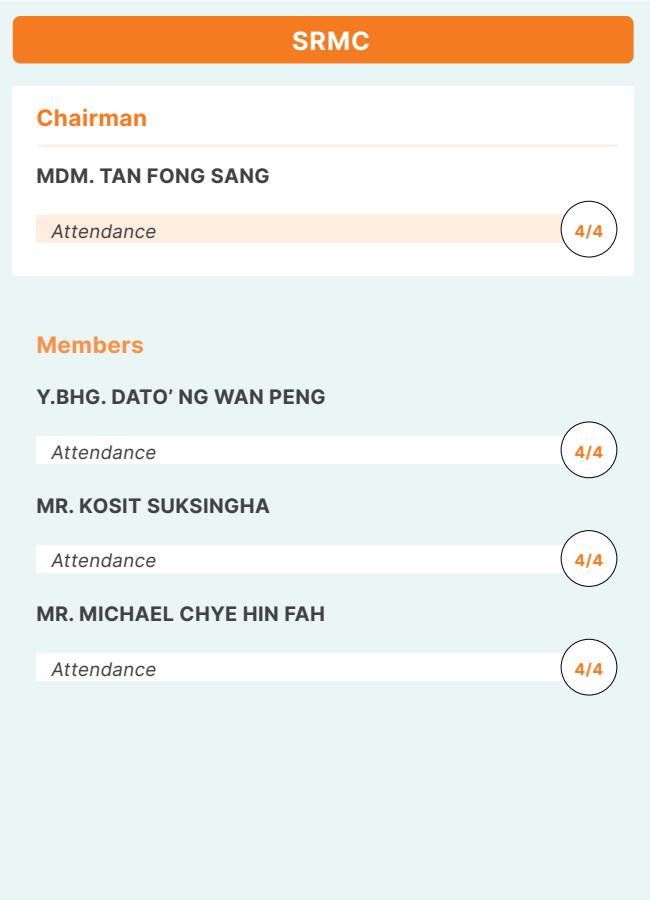
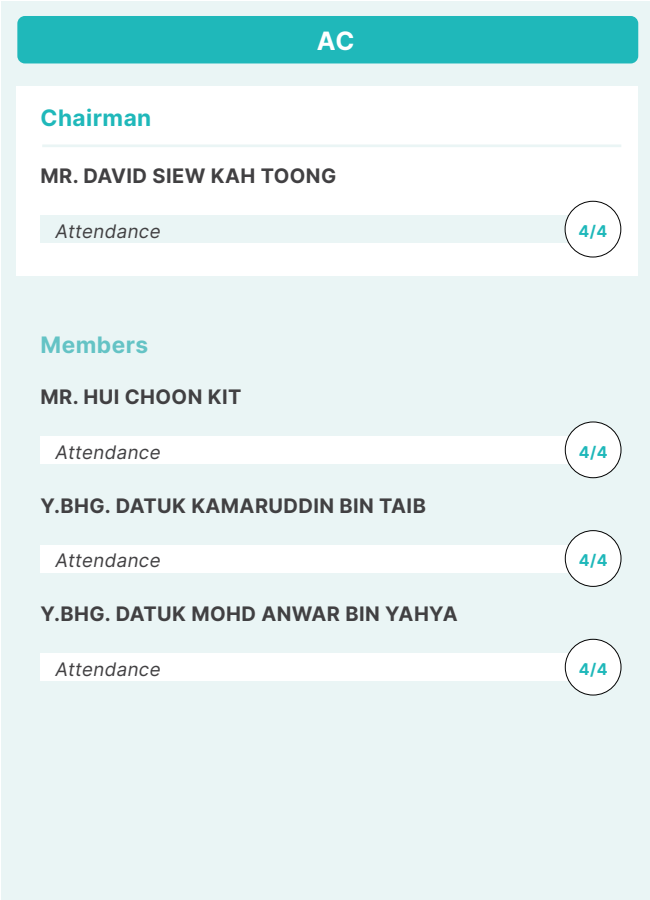
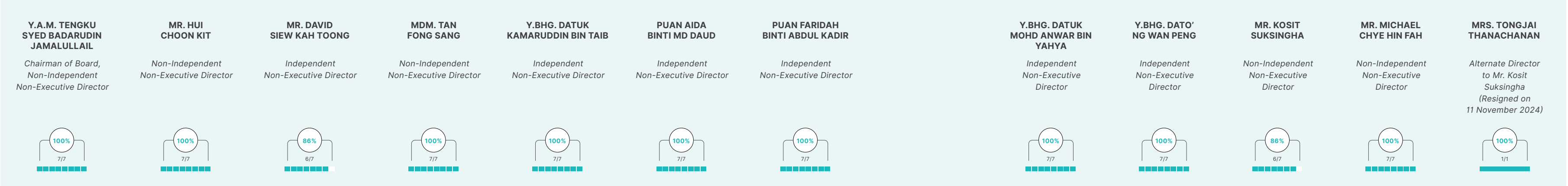


BOARD SKILLS AND EXPERIENCE

- Food and Beverage Business
- Legal Practice
- Strategy and Analytics
- Financial and Accounting
- Corporate Governance
- Risk Management and Internal Controls
- Sales and Marketing
- Information Technology
- Supply Chain Management and Logistics
- Human Resource and Labour Relations

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Board And Board Committee Meeting Attendance for Financial Year 2024



ACCESS TO INFORMATION

The Company Secretary is responsible for managing the flow of information to the Board, ensuring it is provided at appropriate times in consultation with the Chairman. This role involves equipping the Board with the necessary policies, processes, time, and resources to function effectively and efficiently, including supplying corporate governance updates in the Board pack for meetings.

When necessary, the Chairman conducts informal meetings or calls with Directors without the presence of management to discuss matters affecting the Group. Additionally, regular management updates are shared with the Board to keep them informed of developments within the Group between meetings, ensuring that they are apprised of the latest issues impacting the organisation.

BOARD DIVERSITY

The Board is firmly committed to promoting and enhancing diversity within both the Group's workforce and its own composition. This commitment is reflected in the gender diversity of the Board during the financial year under review, which consisted of 36% female and 64% male members. Within the Group, 28% of employees are female, and women occupy 46% of managerial positions. These efforts underscore the Board's dedication to fostering an inclusive environment that values varied perspectives and experiences, ultimately driving innovation and better decision-making throughout the organisation.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Environmental, social, and governance ("ESG") considerations have long been integral to FNHB's operations, with our approach detailed on pages 142 to 157 of our report. The Board receives regular briefings and updates on the progress of the Group's ESG initiatives, enabling them to evaluate the significant ESG risks that may impact the Company's short and long-term value. These updates also ensure that the Board is informed about the Company's compliance with relevant ESG requirements.

In light of the growing emphasis on ESG issues from stakeholders and their critical role in shaping the Group's strategy and operations, the Board has delegated oversight of ESG matters to the Sustainability & Risk Management Committee. The financial implications of ESG initiatives are monitored by the Audit Committee as part of its review of the Company's annual financial statements. The Management Team is responsible for implementing ESG initiatives across the Group.

Moreover, social and governance aspects of ESG are regarded as integral to daily operations, reflected in our key performance indicators and stakeholder interactions. The Board recognises the increasing investor interest in climate change risk and is actively considering these factors when reassessing risk and asset values to inform revised capital allocations.

- Is a constituent of FTSE4Good Bursa Malaysia Index and FTSE4Good Bursa Malaysia Shariah Index
- Is in the 96th Percentile (beverages industry) of the S&P Global Corporate Sustainability Assessment (CSA) 2023.
- Is a winner of The Edge ESG Awards 2023 - Gold Award in Consumer Goods & Services.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

BOARD ACTIVITIES

In the Financial Year 2024, the Board carried out the following activities:

STRATEGY
- Discussed and strategised the direction and goals of the Group; - Approved annual business plans for business units and the Group budget; - Approved capital expenditure for the Group's integrated dairy farm and combined beverage production line in Penang; - Approved the Company's subscription of additional equity interest in its wholly-owned subsidiary, Awana Citra Sdn. Bhd. ("AWSB") in consideration of the Company's transfer of the entire equity interest in its wholly-owned subsidiary, Cocoland Holdings Berhad to AWSB; - Approved the Company's subscription of additional equity interest in its wholly-owned subsidiaries, F&N AgriValley Sdn. Bhd. and Premier Milk (Malaya) Sdn. Berhad; - Approved the setting up of the Company's wholly-owned subsidiary, F&N Foods (Cambodia) Co., Ltd., to localise the Group's dairy manufacturing facility in Cambodia and the Company's 50.1%-owned subsidiary, F&N International Market Sdn. Bhd. ("FNIM"), to facilitate the Group's export business growth; and - Approved FNIM's acquisitions of the entire equity interest in Fraser and Neave MENA DWC-LLC, the Company's wholly-owned subsidiary, and in F&N International Foods (GZ) Co., Ltd..
SUSTAINABILITY
Received updates on matters relating to the Group's sustainability and risk management.
INVESTOR RELATIONS AND STAKEHOLDER ENGAGEMENT
Approved the Company's press releases relating to financial results.

BOARD INDUCTION

The Company provides all newly appointed Directors with a tailored and thorough programme of induction, which is facilitated by the Company Secretary. This typically includes training as well as site visits and meetings with management to get to know the businesses better.

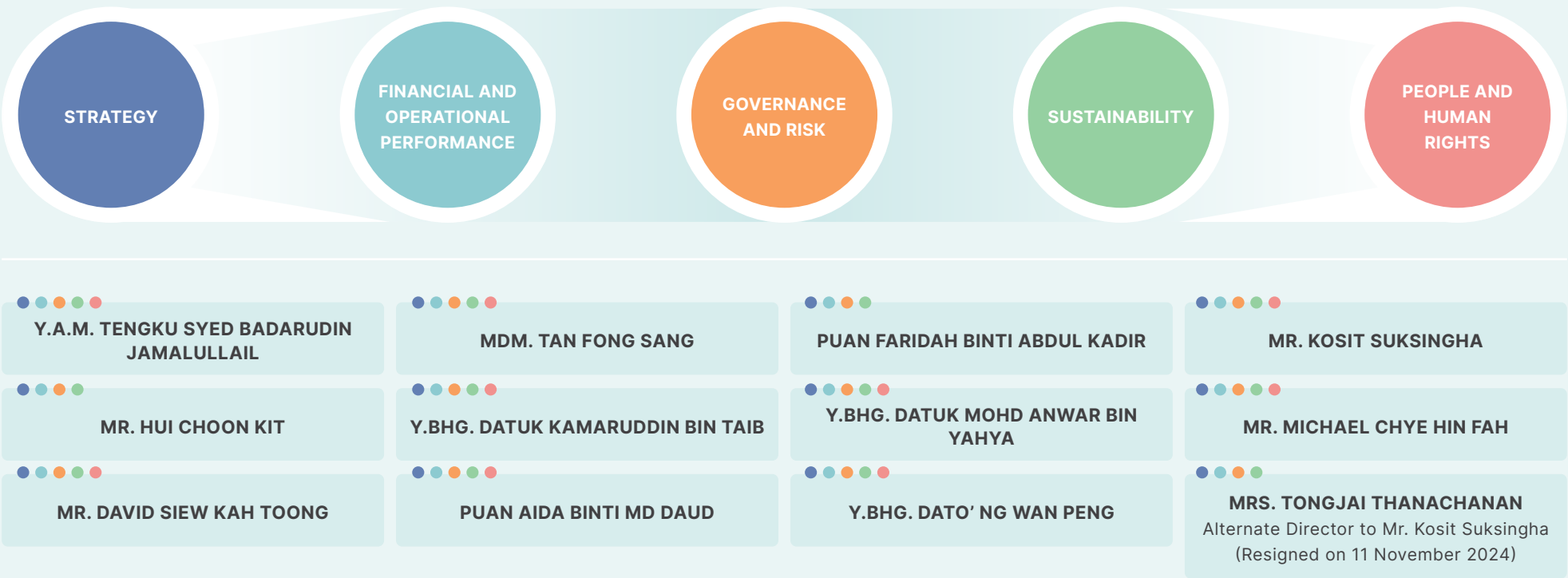
GOVERNANCE AND RISK
- Approved audit and non-audit fees of the Group; - Reviewed and recommended the re-appointment of KPMG PLT as the auditors of the Company; - Approved relevant statements and reports for disclosure in the Company's annual report; - Approved the Company's corporate governance report, circular to shareholders on recurrent related party transactions and statement on share buy-back; - Approved the Company's Dividend Policy; - Reviewed and approved revisions to the Terms of Reference of the respective Nominating and Audit Committees, Board Chart of Authority ("COA"), Management COA, Risk Appetite and Risk Tolerance Statements; - Received minutes of Board Committee meetings on a quarterly basis; - Reviewed evaluation results of the Board and its Committees for the Financial Year 2024; and - Received summaries of dealings in the Company's shares as notified by its principal officers.
FINANCIAL AND OPERATIONAL PERFORMANCE
- Reviewed and approved the Company's last quarter financial results and audited financial statements for the Financial Year 2023; - Reviewed and approved the Company's quarterly financial results for the Financial Year 2024; - Recommended a final dividend and a special dividend for approval by the Company's shareholders and approved an interim dividend; - Received updates on the Group's operations and ongoing projects; and - Received the Group's tax updates and the Company's treasury reports.
PEOPLE
- Approved renewal of the CEO's secondment contract; - Received updates on the Group's crucial human resources matters, including talent review and succession planning; and - Received quarterly updates on staff movements within the Group's middle and senior management levels.

TRAINING AND DEVELOPMENT

The Nominating Committee assists the Board in ensuring that Directors receive suitable training to enable them to carry out their duties. Directors are also encouraged to personally identify any additional training requirements that would assist them in carrying out their roles. Training is provided to Directors through sharing briefing papers, such as regular updates covering developments in legal, regulatory and governance matters from the Company Secretary as part of the Board pack ahead of each meeting and by way of presentations and meetings with senior management or other external sources.

BOARD TRAINING

During the Financial Year 2024, Directors attended various training programmes covering mainly the areas below:



CORPORATE GOVERNANCE OVERVIEW STATEMENT

REMUNERATION

FORMAL AND TRANSPARENT REMUNERATION POLICIES AND PROCEDURES FOR DIRECTOR

The Board has established the Remuneration Committee, which consists of five Non-Executive Directors, three of whom are Independent Directors. This Committee assists the Board in developing formal and transparent remuneration policies and procedures designed to attract and retain Directors. The Remuneration Committee is also responsible for determining and recommending appropriate salary packages for Executive Directors, the CEO, and senior executives. Currently, the salary packages include a combination of basic salary and a variable performance incentive to ensure the attraction and retention of talent in a competitive environment. There were no changes to the remuneration policies and practices during Financial Year 2024.

Remuneration for Non-Executive Directors is based on a standard fixed fee, with the Chairman receiving double that amount in recognition of his additional responsibilities. Non-Executive Directors serving on Board Committees also receive an additional fee, while a meeting allowance is provided for attendance at Board and Committee meetings, as well as general meetings. The Company maintains a Directors and Officers insurance policy, which covers the acts of Directors and Officers, along with a personal accident insurance policy for Directors.

The fees and benefits payable to the Company's Directors require annual approval by shareholders at the Company's Annual General Meeting ("AGM"). According to the Directors' Remuneration Policy, Directors' fees and meeting allowances are reviewed every two years. The Directors' Remuneration Policy and the Senior Management's Remuneration Policy are available on the Company's website.

DIRECTORS' REMUNERATION

The aggregate Directors' remuneration paid to the Directors of the Company for the Financial Year 2024 is disclosed in the financial statements.

Details of remuneration paid to Directors of the Company for the Financial Year 2024 are as follows:

Directors	Remuneration paid by the Company			
	Fees RM	Meeting Allowances RM	Benefits ⁽¹⁾ RM	Total RM
Y.A.M. Tengku Syed Badarudin Jamalullail	205,200	30,000	35,800	271,000
Mr. Hui Choon Kit	132,050 ⁽²⁾	33,000 ⁽²⁾	600	165,650
Mr. David Siew Kah Toong	132,050	27,000	600	159,650
Mdm. Tan Fong Sang	123,500	29,500	600	153,600
Y.Bhg. Datuk Kamaruddin bin Taib	116,850	24,000	600	141,450
Puan Aida binti Md Daud	100,700	18,500	600	119,800
Puan Faridah binti Abdul Kadir	106,400	21,500	600	128,500
Y.Bhg. Datuk Mohd Anwar bin Yahya	107,350	20,500	600	128,450
Y.Bhg. Dato' Ng Wan Peng	104,500	20,000	600	125,100
Mr. Kosit Suksingha	119,700 ⁽²⁾	32,000 ⁽²⁾	600	152,300
Mr. Michael Chye Hin Fah	114,000 ⁽²⁾	27,500 ⁽²⁾	600	142,100
Mrs. Tongjai Thanachanan (Alternate Director to Mr. Kosit Suksingha, resigned on 11 November 2024)	-	-	600	600
Total	1,362,300	283,500	42,400	1,688,200

Notes:

⁽¹⁾ Benefits include personal accident insurance premium for all Directors.

⁽²⁾ Amounts paid directly to Fraser and Neave, Limited for its nominee Directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

EFFECTIVE AUDIT AND RISK MANAGEMENT

RISK MANAGEMENT & INTERNAL CONTROLS

The Board acknowledges its overall responsibility for monitoring the Group's risk management and internal control systems to facilitate the identification, assessment and management of risk and the protection of shareholders' investments and the Group's assets.

Directors recognise that they are responsible for providing a return to shareholders, which is consistent with the responsible assessment and mitigation of risks. Directors confirm that there is a process for identifying, evaluating and managing the risks faced by the Group and the operational effectiveness of the related controls, which has been in place for the year under review and up to the date of approval of the annual report. They also confirm that they have been regularly monitoring the effectiveness of the risk management and internal control systems, which cover all material controls including financial, operational and compliance controls.

HIGH-LEVEL CONTROLS

All businesses within the Group develop comprehensive annual operating plans and budgets, which are regularly updated to reflect changing conditions and expectations. Performance against these budgets is closely monitored at both the business unit and central levels. Any variances from the budgeted figures are reported promptly to ensure timely intervention and corrective action where necessary.

The cash position of the Group, as well as that of individual business units, is continuously assessed to maintain financial stability. This ongoing monitoring allows for the swift identification of any discrepancies from expected cash flow levels, which are then thoroughly investigated to understand the underlying causes and address them effectively.

To guide capital expenditure and investment decisions, the Group has established clear and well-defined guidelines. These guidelines cover the preparation of budgets, detailed appraisal and review processes, and the delegation of authority levels to ensure that all financial decisions align with the Group's strategic objectives. By implementing these practices, the Group aims to optimise resource allocation, mitigate financial risks, and drive sustainable growth across all business segments.

INTERNAL AUDITS

The Group employs internal auditors, including both in-house personnel and resources from major accounting firms that do not conduct the Group's audits—unless explicitly permitted by the Audit Committee—who possess relevant skills and experience tailored to the operations of each business unit. All of the Group's businesses must adhere to a financial control framework that outlines minimum control standards.

A critical role of the Group's internal audit resources is to conduct audits to ensure compliance with this financial control framework and to provide recommendations for improvements in controls where necessary. Internal audit also performs regular reviews to verify that risk management procedures and controls are being effectively implemented.

The Audit Committee receives regular reports on the findings from internal audit activities and oversees the implementation of recommendations that arise from these audits. Additionally, the Committee conducts an annual review of the adequacy, qualifications, and experience of the Group's internal audit resources, as well as the nature and scope of internal audit activities within the broader context of the Group's risk management system.

AUDIT, RISK AND INTERNAL CONTROL ECOSYSTEM

STANDARDS

Guidelines are in place outlining the minimum groupwide requirements for health, safety, and environmental standards. Additionally, there are directives regarding the minimum levels of internal control that each division should implement over specified processes. Each business unit has developed and documented policies and procedures to ensure compliance with these established minimum control standards. This includes procedures for monitoring adherence and taking corrective action when necessary.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

COMMUNICATION WITH STAKEHOLDERS

ENGAGEMENT WITH STAKEHOLDERS

STAKEHOLDERS

The Company maintains regular engagement with its stakeholders at both the Group and business levels, depending on the specific issue at hand. At the Group level, we connect with a diverse array of stakeholder groups, including shareholders, government entities, the media, and investors, employing a variety of methods to facilitate these interactions.

In the course of daily operations and through structured processes, our businesses consistently engage with customers, suppliers, regulators, and industry bodies. For detailed information regarding our approach to stakeholder engagement and the specific activities undertaken this year, please refer to pages 40 to 41 of the Sustainability Report.

ANNUAL REPORT

Each year, we publish a comprehensive annual report that includes various sections, such as the strategic report, responsibility section, governance section, and financial statements. These annual reports are available in both paper format and on our website at <http://www.fn.com.my>.

SHAREHOLDERS

We have a diverse group of individual shareholders, who are generally invited to attend the AGM in person. The 2025 AGM is set to take place on 15 January 2025, providing shareholders with the opportunity to ask questions of the Board, either during the meeting if they are present or in advance.

Our dedicated in-house team manages communications with shareholders, ensuring that we respond timely and appropriately to any inquiries, including those regarding their shareholdings. To enhance security, improve the efficiency of communication, and reduce paper usage, we aim to utilise electronic communications whenever possible.

INVESTOR RELATIONS PROGRAMME

The Company implements a structured investor relations programme that revolves around formal announcements and the publication of full-year and half-year results. The Board is kept regularly updated on the progress and activities of this investor relations programme.

INSTITUTIONAL INVESTORS

Throughout the financial year, the Board has actively engaged with institutional investors to enhance their understanding of the Company's strategy, operations, and performance. This engagement also serves to inform the Board of the perspectives of key shareholders. Directors receive briefings on meetings held with investors, including feedback received and any significant concerns that have been raised.

WEBSITE

Our website is regularly updated to offer a comprehensive range of information about the Company. It includes a dedicated section for investors, featuring financial results, presentations, press releases, and our investor calendar, along with contact details. Additionally, there is a specific area for individual shareholders, which serves as an essential communication channel, providing updates on shareholder news, administrative services, and relevant contact information.



Communications, Corporate Affairs & Sustainability Department
No. 1 Jalan Bukit Belimbing 26/38, Persiaran Kuala Selangor, Seksyen 26, 40400 Shah Alam, Selangor, Malaysia



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NOMINATING COMMITTEE REPORT

COMPOSITION

Chairman

Y.Bhg. Datuk Kamaruddin bin Taib
Independent Non-Executive Director

Members

**Y.A.M. Tengku Syarif Bendahara
Perlis Syed Badarudin Jamalullail
Ibni Almarhum Tuanku Syed Putra
Jamalullail**
Non-Independent Non-Executive
Director

Mr. David Siew Kah Toong
Independent Non-Executive Director

Puan Faridah binti Abdul Kadir
Independent Non-Executive Director

Mr. Hui Choon Kit
Non-Independent Non-Executive
Director

NOMINATION, ELECTION AND SELECTION OF DIRECTORS

Procedures relating to appointment and re-election of Directors are contained in the Company's Constitution and the Group's Fit and Proper Policy. When assessing the suitability of Directors for appointment or re-election to the Board, the Nominating Committee ("NomCom") will take into consideration the criteria set out in the Group's Fit and Proper Policy, including skills, knowledge, expertise and experience, professionalism, integrity, competencies, commitment, contribution, performance, gender, nationality and age of the candidates.

When a vacancy on the Board arises, the NomCom will meet to agree on the profile of the position to be filled and the search process, which includes soliciting recommendations from existing Directors and/or engaging external searches for candidates. The NomCom will then shortlist candidates and conduct interviews together with the other Directors. An invitation will be extended to the selected candidate to join the Board, and upon acceptance, the Board will approve the appointment and make the necessary announcement to Bursa Malaysia Securities Berhad. An induction programme will be organised for all newly appointed Directors which includes briefings and presentations by senior management, sharing of past minutes of meetings and company policies along with plant visits.

New Directors appointed by the Board are subject to re-election at the annual general meeting ("AGM") following their first appointment. In addition, one-third of the Directors are required by rotation to submit themselves for re-election by shareholders at every AGM of the Company.

EVALUATION OF BOARD, BOARD COMMITTEES, BOARD CHAIRMAN AND INDIVIDUAL DIRECTORS

The Board is kept abreast of developments in the area of Board performance assessment. A formal evaluation process is in place to assess the effectiveness of the Board as a whole. The evaluation of the Board and Board Committees, the Board Chairman, individual Directors and Independent Directors are facilitated by the NomCom annually. An external consulting firm is engaged to carry out the evaluation to ensure that the process remains robust and thorough.

The annual Board evaluation is based on (i) Board composition, (ii) Board processes, (iii) information management, (iv) managing company's performance, (v) Chief Executive Officer performance and succession planning, (vi) Director development and management, (vii) sustainability/environment, social and governance, (viii) risk management and internal control. The Board Committees are assessed based on structure, responsibilities, right mix of capabilities, experience, skills and process. The individual Directors' self/peer assessments are based on contribution, objectivity, participation, independence, integrity, knowledge, abilities and commitment. Assessment of the Board Chairman covers provision of leadership for the Board in ensuring Board effectiveness and conduct of meetings of the Board and shareholders. The effectiveness of the Audit Committee ("AuditCom") and its members along with independence of Directors are also assessed.

During the financial year under review, a comprehensive Board evaluation was conducted by Aon Solutions Singapore Pte. Ltd. ("Aon Solutions"). This included one-to-one interviews with each Board member and online surveys to provide an in-depth assessment of the Board's effectiveness.

Evaluation results of the Board and Board Committees are respectively presented to the NomCom and Board at meetings whereas evaluation results of the Directors are sent to the Board Chairman and the respective Directors. The NomCom reviews the evaluation results of the Directors who are due for retirement by rotation and casual vacancy before making recommendation to the Board for re-election.

In addition to the above, the NomCom also reviews the term of office and performance of the AuditCom and its members annually to determine that the AuditCom and its members have carried out their duties in accordance with the Terms of Reference of AuditCom.

NOMINATING COMMITTEE REPORT

SUMMARY OF ACTIVITIES UNDERTAKEN BY NOMINATING COMMITTEE DURING FINANCIAL YEAR 2024

- The NomCom held two meetings in the financial year ended 30 September 2024 (“Financial Year 2024”) and discussed inter-alia the following matters:
- (a) assessed the independence of Independent Directors, namely Mr. David Siew Kah Toong, Puan Aida binti Md Daud, Puan Faridah binti Abdul Kadir, Y.Bhg. Datuk Mohd Anwar bin Yahya, Y.Bhg. Datuk Kamaruddin bin Taib and Y.Bhg. Dato’ Ng Wan Peng and reviewed their yearly confirmation on independence; and is satisfied that they are able to exercise independent and objective judgement or act in the best interests of the Company;
 - (b) reviewed and recommended re-election of Directors who were due for retirement at the AGM held in January 2024;
 - (c) reviewed and recommended the NomCom Report for the Financial Year 2023 for inclusion in the Annual Report 2023;
 - (d) reviewed evaluation results of the Board, Board Committees and the Board Chairman for the Financial Year 2024 as presented by Aon Solutions and proposed action plans to be taken;
 - (e) reviewed the NomCom’s evaluation results for the Financial Year 2024;
 - (f) reviewed the terms of office and performance of the AuditCom and its members and was satisfied with the performance of the AuditCom and its members;
 - (g) reviewed the required mix of skills, knowledge, experience and other qualities, which Directors bring to the Board and the Board diversity in terms of gender, nationality, age, culture, socio-economic background and tenure;
 - (h) conducted a board sourcing exercise to identify a replacement for the retiring Independent Director, Mr. David Siew, whose tenure as an Independent Director will lapse in February 2025; and
 - (i) noted the training programmes attended by Directors, including internal programmes organised for the Board, such as a study trip to China to enhance Directors’ understanding of the agribusiness operations and a talk conducted by an external consultant on a sustainability-related topic.

AUDIT COMMITTEE REPORT

The Board is pleased to present the following report on the Audit Committee and its activities for the financial year ended 30 September 2024.

AUDIT COMMITTEE COMPOSITION AND MEETINGS

The Audit Committee is chaired by Mr. David Siew Kah Toong. It comprises four Non-Executive Directors, a majority of whom are independent, which is in line with the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The names of the members of the Audit Committee and the record of their attendance at Audit Committee meetings during the financial year are as follows:-

Names	Date of Meeting			
	6.11.2023	31.1.2024	30.4.2024	30.7.2024
Independent and Non-Executive Director				
Mr. David Siew Kah Toong (Chairman)	✔	✔	✔	✔
Y. Bhg Datuk Mohd Anwar bin Yahya	✔	✔	✔	✔
Y. Bhg Datuk Kamaruddin bin Taib	✔	✔	✔	✔
Non-Independent and Non-Executive Director				
Mr. Hui Choon Kit	✔	✔	✔	✔

✔ Attendance at meetings

At the invitation of the Audit Committee, the Chief Executive Officer, relevant Senior Management personnel, external and internal auditors attended the Audit Committee meetings and presented their reports on financial results, audit and other matters for the information and/or approval of the Audit Committee. The Chairman of the Audit Committee thereafter tabled the recommendations of the Audit Committee to the Board and apprised the Board of relevant issues.

Throughout the year, there was continuous engagement between members of the Audit Committee and Senior Management on matters impacting the Group. This included the conduct of quarterly pre-Audit Committee meetings chaired by the Audit Committee Chairman and attended by the external and internal auditors as well as the Chief Executive Officer and Director, Group Finance focusing on items related to financial management and internal controls.

TERMS OF REFERENCE

The Audit Committee is responsible among others, to review and monitor the integrity of the Group’s reporting process, system of internal control, audit process as well as compliance with legal, regulatory and taxation matters for the Group. The Terms of Reference (“TOR”) of the Audit Committee, which is annually reviewed, is made available on the Company’s corporate website at www.fn.com.my.

AUDIT COMMITTEE REPORT

SUMMARY OF ACTIVITIES

During the financial year, the Audit Committee discharged its functions and carried out its duties as set out in its TOR. The summary of key activities undertaken by the Audit Committee during the financial year is provided below:

Financial reporting and compliance

The Audit Committee reviewed the quarterly and annual consolidated financial statements and announcements of the Group, before submission to the Board. In doing so, there was focus on changes in major accounting policies and practices as well as adjustments/issues affecting the audit to ascertain compliance with applicable financial reporting standards, the Bursa Securities Listing Requirements and other statutory requirements. The external auditors’ annual audit reports and interim review reports as well as the accompanying management reports and responses by Management were also reviewed by the Audit Committee as part of their oversight over the accounting, auditing and financial reporting practices and procedures of the Group.

Internal control

Based on reports presented by the Management, external and internal auditors during the Audit Committee meetings, the Audit Committee assessed the adequacy of the internal control system of the Group.

External audit

At the Annual General Meeting held on 17 January 2024, the shareholders had approved the re-appointment of KPMG PLT as auditors of the Company.

The Audit Committee had conducted an evaluation of the external auditors, KPMG PLT for the financial year 2024, encompassing technical competencies, adequacy of specialist support and partners/director accessibility and time commitment, independence and objectivity, audit scope and planning, audit and non-audit fees and audit communications to the Audit Committee. On the basis of the evaluation by the Audit Committee, a recommendation was made to the Board to re-appoint KPMG PLT for the ensuing financial year. The re-appointment will be put to the shareholders for approval at the forthcoming Annual General Meeting.

Apart from conducting the annual statutory audit, the auditors were also appointed to review the Condensed Consolidated Interim Financial Statements for the quarter ended 31 March 2024. in accordance with the relevant Malaysian Financial Reporting Standards and Bursa Securities Listing Requirements.

Through the statutory audit and the half-year review, the Audit Committee regularly engaged with the auditors, including at least one meeting without the presence of management, to ensure that the reviews and audits were robust, effective and consistent with professional auditing standards. During the financial year 2024, the Audit Committee had one meeting with the auditors without the presence of management. The Audit Committee reports that there was no significant matter of disagreement between the auditors and Management.

To reinforce the independence and objectivity of the auditors, the Audit Committee was apprised of all non-audit services that the auditors might be called upon to perform. This was so in those circumstances where the auditors were best qualified and suitable to provide the required services given their comprehensive knowledge of the Group's business operations, systems and processes. During the financial year, the amount incurred in respect of non-audit services amounted to RM 912,981 (FY2023 RM 426,207) and comprised the following engagements:

- Review of the condensed consolidated interim financial statement;
- Tax computation review, tax advisory and application of tax incentives;
- Transfer pricing assistance services and preparation of transfer pricing documentation;
- Advisory in relation to the assessment of agricultural greenhouse gas (GHG) inventory and decarbonisation recommendations for the integrated dairy farm; and
- Agreed-upon procedures engagement in relation to the application for the Green Investment Tax Allowance (GITA) project.

Other activities by the Audit Committee included a review and discussion of the annual audit plan to ensure that time allocated to audit the areas of high risks as highlighted in the Group's risk matrices were adequately dealt with and the level of resources and experiences assigned to the examination were appropriate.

Consistent with its examination, the external auditors performed review procedures to obtain reasonable assurance that the financial statements were free from material misstatement, whether caused by fraud or error. They reported that they did not note any instance indicating existence of fraud that might result in a material misstatement in the financial statements. The external auditors performed a limited assurance review of the Statement on Risk Management and Internal Control as required under the Bursa Securities Listing Requirements.

GROUP INTERNAL AUDIT

Group Internal Audit activities were performed by a team of eight professional internal auditors, supervised by the Head, Internal Audit. The Head, Internal Audit was a Certified Practicing Accountant (CPA Australia) as well as a professional member of the Institute of Internal Auditors, Malaysia. Some of the internal audit staff were also members of the Institute of Internal Auditors, Malaysia or CPA Australia.

In accordance with the FNHB IA Charter, Group Internal Audit has a reporting line direct to the Audit Committee enabling it to be independent of Management so as to ensure objectivity. The Head, Internal Audit reports functionally to the Chairman of the Audit Committee and administratively to the CEO, this further ensures impartiality and independence in execution of the role.

Group Internal Audit did not have any direct operational responsibility or authority over any of the activities it audited or had engaged in any activity that might impair the internal auditor's judgment. All the internal audit staff had confirmed via an annual declaration that they were free from any relationships or conflict of interests which could impair their objectivity and independence.

Group Internal Audit had adopted and complied with the International Standards for the Professional Practice of Internal Auditing ("IIA Standards") issued by the International Internal Audit Standards Board. The Department maintained a quality assurance and improvement program to evaluate the internal audit activity's conformance with the IIA Standards and the Code of Ethics. The quality assurance and improvement program included both annual internal self-assessment and an external assessment conducted by a qualified independent consulting firm, appointed once in four years.

The Global Internal Audit Standards, published on 9 January 2024 by the Institute of Internal Auditors ("IIA"), would come into effect from 9 January 2025. Group Internal Audit had conducted a gap analysis using the IIA's readiness assessment tool in July 2024; which showed adequate conformance with the standards listed in the assessment tool.

The Audit Committee continually evaluated the Group Internal Audit function to ensure its activities were performed independently and with impartiality and due professional care. The annual internal audit plan was approved by the Audit Committee to ascertain the extent of its scope and coverage of the Group's activities, including the adequacy of Group Internal Audit's staffing strategies in supporting the plan's completion. Following the completion of audit reviews conducted, the audit reports and the corresponding key findings, audit recommendations and agreed action plans taken by Management were deliberated upon during the Audit Committee meetings.

In accordance with the annual internal audit plan approved by the Audit Committee, Group Internal Audit conducted regular reviews of the governance and internal controls processes within the Group. The audits were performed using a risk-based approach and were consistent with the Group's established framework in designing, implementing and monitoring of its control systems. Group Internal Audit had regular interactions with the Chairman of the Audit Committee, Senior Management, Risk Management and, when necessary, the external auditors.

During the Financial Year 2024, the Audit Committee had assessed the performance of the Group Internal Audit function through a yearly internal stakeholders' satisfaction survey conducted by the Group Human Capital Department and half-yearly auditee surveys conducted by the Group Internal Audit function. Based on the survey findings, the Group Internal Audit function had been effective in performing its duties.

In addition, the Audit Committee reviewed results of the Internal Audit team's annual quality assurance self-assessment. The assessment results were satisfactory, indicating that the internal audit activities had conformed to the IIA Standards and Code of Ethics.

The ambit of the Group Internal Audit function is defined in the Internal Audit Charter which is reviewed by the Audit Committee annually. During the financial year, the key activities carried out by Group Internal Audit included the following:

- Performed periodic audits of key subsidiaries and regional office operations within the Group to test appropriateness of control design and implementation, process efficiency as well as compliance with existing policies and procedures. This included the conduct of the following audits:
 - sales activities covering order processing, cooler and chiller management, distributor management, market returns management, customer master file management, credit management and collections;
 - marketing activities encompassing marketing plans and sponsorships, appointment and performance evaluation of media/advertising agencies, budget planning and marketing spend, advertising and promotion stock, promotion programs and brand promoters;
 - plant operations covering raw, packaging and work-in-progress materials management, production and quality control management, repair and maintenance of plant facilities as well as plant safety and security;
 - logistics and distribution, covering finished goods management, transporters as well as warehouse security and safety;
 - human capital management covering human resources administration, payroll processing, segregation of duties, industrial relations and employee relations management, training and staff development as well as building facilities and security;

AUDIT COMMITTEE REPORT

- procurement activities covering pre-qualification, sourcing, appointment, performance appraisal of suppliers, monitoring of purchase orders, contract management, vendor master file management and Capex projects;
- information technology covering access management, change management, IT operations (backup, disaster recovery, incident management), network security, cyber security, IT budget monitoring, project management and vendor management;
- sustainability reporting covering adherence to Listing Requirements Practice Note 9 on Sustainability Statement, data integrity and data accuracy;
- property management covering permits/licences, building facilities, security, billings/collections;
- Anti-Corruption System covering the MACCA 17A adequate procedures; and
- governance practices covering implementation of Group Policies, risk management process and legal documents management.
- Performed ad hoc audits to address specific management’s concerns.
- Collated the status of implementation of audit recommendations provided by responsible management teams for reporting to the Audit Committee on a quarterly basis.

The operational costs incurred by Group Internal Audit for the financial year 2024 amounted to about RM2.55 million (FY2023 was RM2.0 million). The higher operational costs were mainly attributable to increase in staff cost and professional fees.

OTHER MATTERS

The related party transactions entered into by the Group were reviewed by the Audit Committee to ensure that they were conducted on the Group’s normal commercial terms and adequate internal procedures had been deployed in the Group in relation to such transactions; for monitoring compliance with the Bursa Securities Listing Requirements and to ascertain that the transactions entered into were not prejudicial to the interest of the non-controlling shareholders. The Audit Committee was also apprised of recurrent related party transactions, particularly towards monitoring that amounts transacted were within the approved shareholders’ mandate obtained. The Audit Committee was satisfied that during the financial year under review, the related party transactions were

fairly concluded on prevailing market rates/prices, had been carried out at arm’s length basis and normal commercial terms/conditions, applicable industry norms and were not detrimental to the interests of the Company and its minority shareholders.

As at the date of this report, the Audit Committee had also reviewed the “agreed-upon procedures” performed by Group Internal Audit in relation to the allocation of share grants under the Restricted Share Grant Plan at the end of the financial year. This was to ensure that the actual and target key performance indicators were computed accurately based on the audited and approved budget figures to support the allocation of share grants to employees.

The Statement on Risk Management and Internal Control and the Audit Committee Report for inclusion in this Annual Report were reviewed by the Audit Committee prior to the Board’s approval.

The Audit Committee also reviewed the declaration of interim dividend and recommendation of final dividend, the press release relating to financial results, its revised TOR and the guidelines on related party transactions prior to the respective Board and/or shareholder approvals.

In addition, the Audit Committee reviewed and monitored all conflicts of interest and potential conflicts of interest situation within the Company; to ensure that they are identified and managed effectively in line with the Bursa Securities Listing Requirements.

For the financial year 2024, the Audit Committee was of the view that the Company was in compliance with the Bursa Securities Listing Requirements and as such, the reporting to Bursa Securities pursuant to Paragraph 15.17 (Rights of the Audit Committee) of the Bursa Securities Listing Requirements was not required.

For the financial year under review, the Board assessed the performance of the Audit Committee through the annual evaluation exercise. The Board agreed that the Audit Committee had continued to support the Board in reviewing the financial and audit matters, contributing to the overall effectiveness of the Board’s decision-making process. The Board was satisfied that the Audit Committee had discharged its functions, duties and responsibilities in accordance with the Audit Committee’s TOR.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

This Statement has been prepared in accordance with the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers (“Guidelines”). The Guidelines provide guidance for companies complying with paragraph 15.26 (b) of the Listing Requirements of Bursa Securities and Principle B and Practice 10.1 and 10.2 of the Malaysian Code on Corporate Governance.

BOARD’S RESPONSIBILITY AND ACCOUNTABILITY

Fraser & Neave Holdings Bhd (“F&NHB” or the “Company”) recognises that effective risk management and a sound system of internal control are fundamental to good corporate governance. The objective of risk management is to create and protect value for the Group through improving performance, encouraging innovation and supporting the achievement of objectives. The F&NHB’s Board of Directors (“Board”) is committed to upholding the highest standards of corporate governance across the Company and its subsidiaries (the “Group”). The commitment from the Board is built upon:

- a firm foundation of sound risk management and internal control systems; and
- corporate culture of consistent emphasis on fairness, transparency, accountability and continuous improvements to address all key risks which the Group considers relevant and material to its operations.

In supporting the Board’s commitment, Management plays an integral role in assisting the design and implementation of the Board’s policies on risk management and internal control. Management supports this commitment by assuring the Board that risks are effectively managed and reduced to an acceptable level, and that the internal controls are functioning as intended.

The Board recognises that the systems of risk management and internal control are designed to manage and mitigate risks by lowering its possibility to occur and/or reduce its impact, rather than eliminate the risks totally. Hence, the Board could only provide reasonable and not absolute assurances against material misstatements or losses.

THE GROUP’S RISK MANAGEMENT SYSTEM

The Group adopts the Enterprise-wide Risk Management Policy (“ERM Policy”) which is designed to manage risks in an integrated, systematic and consistent manner. It establishes the overall risk management framework and processes in defining the strategy to identify and manage risks across the Group in accordance with the ISO 31000:2018 Risk Management – Guidelines. In addition, ERM principles are embedded in the corporate culture, processes and structures of the Group. The main features of the Group’s risk management system are described in the following sections.

Roles and Responsibilities

The Board regards risk management as an integral part of the operations and processes of the Group is assisted by the Sustainability* and Risk Management Committee (“SRMC”) which was established since 2013 to:

- provide oversight of the Group’s significant risks;
- determine the nature and extent of significant risks, i.e. the risk appetite and risk tolerance level, which the Group is willing to take in achieving its strategic objectives;
- ensure the execution and implementation of our sustainability strategies while reducing our environmental and social footprint;
- ensure that Management comprehensively identifies, assesses and monitors key business risks faced by the Group; and
- ensure that Management maintains an effective system of risk management and internal control to safeguard shareholders’ investments and the Group’s assets.

The terms of reference (“TOR”) of the SRMC states, amongst others, that the SRMC also maintains a close relationship with the Audit Committee to minimise and/or prevent any overlapping of functions with the Audit Committee, which is tasked to assist the Board in reviewing and monitoring the integrity of the Group’s reporting process, the system of internal controls, audit process and compliance with legal and regulatory matters.

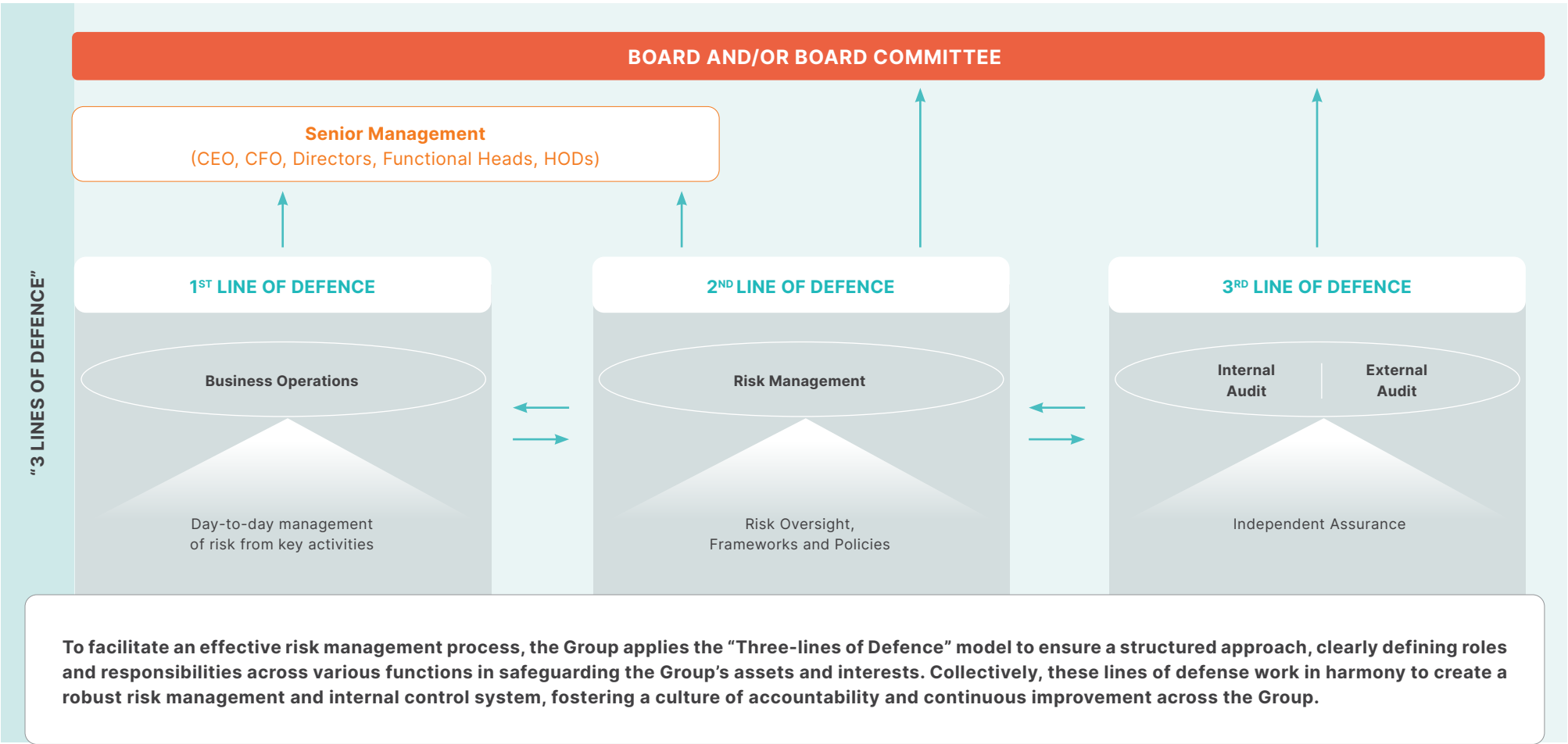
STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

During the financial year, SRMC had held 4 meetings on a quarterly basis to:

- review the implementation of the risk management framework;
- deliberate on the key business risks and the mitigating controls to address the risks identified;
- provide oversight of the Group's insurance, cyber risk management, business continuity management ("BCM") programmes, Charts of Authority, anti-bribery and anti-corruption matters;
- oversee the execution and implementation of sustainability strategy, and monitor the progress of our sustainability initiatives against our targets; and
- recommend to the Board for endorsement or approval where necessary.

The responsibility for day-to-day risk management resides with the Management of each function/business unit where they are the risk owners and are accountable for managing the risks identified and assessed. Risk Management Department, together with the Management from business operations, review and ensure continuous monitoring of risks, assess the adequacy and effectiveness of its controls and develop and implement action plans to further mitigate the risks to an acceptable level for the Group.

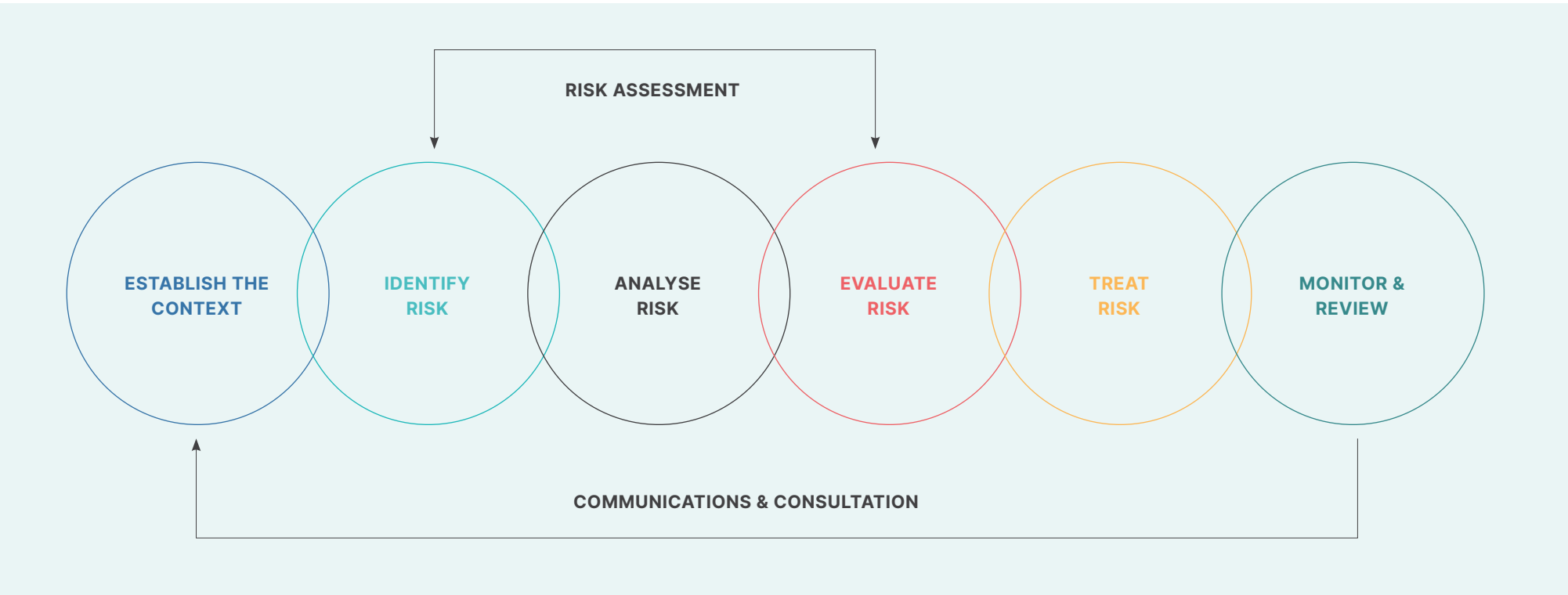
The Management Risk Committee, chaired by the Chief Executive Officer ("CEO") and supported by the Functional Heads, Business Unit Heads, and the Heads of Departments ("HODs"), meets on a quarterly basis to share emerging and significant risks faced by the business, and ensure that the mitigating controls and action plans are conducted as required by the ERM Policy, prior to escalation to the SRMC.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Enterprise Risk Management ("ERM") Process

The ERM process involves a systematic application of the risk management methodology to facilitate risk identification, assessment, reporting as well as monitoring and review as described below:



Risk Assessment & Risk Treatment

- Before the commencement of each financial year, the Group will conduct a review and setting of its business strategies and objectives and ensure alignment with the Group's vision, missions, and sustainability strategies. Risks associated in achieving these business strategies and objectives, including emerging risks, will be identified.
- A consistent approach in determining the risk likelihood and risk impact is adopted across the Group to reflect the risk appetite approved by the Board.
- The identified risks are then analysed and evaluated to determine their likelihood of occurrence and potential impact on the relevant business strategies/objectives.
- Risk treatments options to manage risks are Reduce, Accept, Transfer or Avoid. Once risk treatment options have been decided, action plans to manage residual risk would be developed. Progress of risk treatment plans shall be monitored once the plan is prepared and implemented.
- The outcome of the ERM process at respective functional or business unit levels will then be consolidated at the Group level and updated in the risk management system, i.e. Corporate Risk Scorecard. The system enables subsidiaries within the Group to report risks and risk status using a common platform.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Risk Reporting and Review

Quarterly Review

- On a quarterly basis, the risk profiles of the key subsidiaries are tabled to the Management Risk Committee and the SRMC in a heat map, which sets out the priority and focus for risk mitigation strategies based on risk ratings at gross and net levels. The net risk level is determined after taken into consideration the effectiveness of existing controls and risk treatment plans. The risks identified and assessed are reported under the following categories:

Category	Financial/Economic	Strategic	Governance & Ethics	Reputational	Operational
Definition	Risk associated with inadequate or ineffective financial management, including the sources and uses of funds of the organisation.	Potential loss to current or prospective earnings or capital arising from changes in the business environment and from adverse business strategy, improper implementation of strategy, or lack of responsiveness to industry, economic or technological changes.	Risks associated with likelihood that management or personnel will fail to comply with internal policies and procedures or an external law, rule or regulation that are relevant to the business activities in which they operate.	Risks arising from events or Environment, Social and Governance (ESG) matters that have negative impact on reputation, public perception and branding.	Potential loss associated with day-to-day events that the organisation is confronted with as it strives to deliver its strategic objectives (other than those falling under the risk categories of strategic, governance & ethics, reputational and financial/economic).

- Key Risk Indicators (“KRIs”), are also established to monitor risks and mitigating measures for risks that are material to the Group and presented in the form of Key Risk Dashboard as part of the quarterly risk reporting.
- Changes to risk profiles and emerging risks are also identified and promptly brought to the attention of the Board and Board Committees.

Annual Review

- Risk appetite and risk tolerance statements, which set out the nature and extent of risks that the Group is willing to accept or retain in pursuit of its goals and objectives, are reviewed by the SRMC and approved by the Board annually.
- Impact parameters, upon which the risk ratings are measured against the likelihood, are reviewed and updated annually.



For discussion on assessment of key risk areas and the controls in place to mitigate or manage those risks, refer to Management Discussion & Analysis section of the Annual Report.

Assurance received from Management

At the end of the financial year, the Board receives assurance from the CEO, Chief Financial Officer (“CFO”) and key management personnel that the risk management and internal control systems in place, are adequate and effective to address risks which the Group considers relevant and material to its operations, through ERM Validation Report and Comfort Matrix.

ERM Validation Report summarises the risk management activities conducted as required under the ERM Policy during the financial year whilst the Comfort Matrix sets out the key and emerging risks of the Group and presented against how strategies, policies, people, processes, systems, mechanisms and reporting processes that have been put in place, in addressing these risks.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Both ERM Validation Report and Comfort Matrix are tabled at the SRMC and Audit Committee meetings respectively prior to recommendations to the Board on an annual basis.

In addition, the Group's risk management process is reviewed on a periodic basis by the Internal Audit team, according to its annual audit plan approved by the Audit Committee.

INTERNAL CONTROL

The following areas of governance contained clearly defined corporate values, code of business ethics and conduct as well as comprehensive policies and procedures to assist Management in ensuring that a sound system of internal control is maintained in the Group.

Integrity and Ethical Values

A framework which consists of Code of Business Ethics & Conduct, Whistleblowing Policy, Fraud Control Policy, Anti-Bribery and Anti-Corruption Policy and Code of Business Practices for Third Parties sets the expectation in upholding integrity and ethical values within the Group and they are made available to all staff in the Group's intranet and the Group's website.

Code of Business Ethics & Conduct

Code of Business Ethics & Conduct (“the Code”) prescribes the values and principles committed by F&NHB and expects employees in F&NHB to act with integrity, respect and excellence. It defines expected behaviour for employees in dealing with key stakeholders in the Company, workplace, marketplace, and external stakeholders such as customers and suppliers. Provisions in the Code include (but are not limited to) the following:

- Protection of Company's assets.
- Confidential information.
- Accuracy and completeness of accounting records and reports.
- Anti-discrimination and anti-harassment.
- Product quality.
- Anti-competitive behaviour.
- Conflict of interest.

Fraud Control Policy

Fraud Control Policy defines a process focussing on the prevention, detection and management of fraud and applies to any irregularity, or suspected irregularity, involving employees as well as shareholders, consultants, vendors, contractors, external agencies and employees of such agencies, and/or any other parties with a business relationship with F&NHB. The Group adopts a “zero tolerance” stance towards fraud. Where fraud is suspected, investigations will be conducted and where fraud has been established, appropriate actions will be taken in line with existing policies and procedures.

Anti-Bribery and Anti-Corruption Policy and Code of Business Practices for Third Parties

F&NHB has been governed by integrity, honesty, fair dealing and compliance with applicable laws and regulations. The Group adopts a “No Gift Policy” and “zero-tolerance” stance in all forms of bribery and corruption by its employees and business associates and is committed to uphold all applicable laws and regulations. In line with the foregoing, F&NHB implemented the Anti-Bribery and Anti-Corruption Policy and Code of Business Practices for Third Parties which prohibits all forms of bribery and corruption practices.

Adequate procedures system which is developed based on the principles of top-level commitment, risk assessment, undertake control measures, systematic review, monitoring and enforcement, as well as training & communications had been put in place. Key activities under the system includes annual submission of integrity pledge by employees governed under the law, Conflict of Interest Declaration and continuous training through e-learning platform are monitored and reported to the SRMC on a quarterly basis; as well as review of the Anti-Corruption System by the Group Internal Audit yearly and external auditors once every four years.

Whistleblowing Policy

Whistleblowing Policy enables the businesses within the Group to respond nimbly to concerns raised notwithstanding changes in the environment and to ensure that the corporate culture of integrity, transparency and accountability are upheld across the Group. The policy encourages and provides a channel to employees and members of the public to report in good faith and in confidence, without fear of reprisals, of concerns about possible improprieties. Allegations of improprieties which are reported via the whistle-blowing channel via a dedicated hotline and email account are appropriately followed up and the outcome(s) will be reported at the Audit Committee meetings.

The above-mentioned policies/codes are available for reference at the Company's website at <https://www.fn.com.my/about-us/#our-codes-policies>.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Board and Board Committees

The Board delegates certain responsibilities to the Board Committees, all of which operate within defined terms of reference. Board and Board Committees provide oversight function and ascertain the adequacy of the internal control framework in the Group. Further details on the structures of the Board and its committees are provided under Corporate Information as well as the Corporate Governance Statement and Audit Committee Report.

Delegation of Authority

The authority limits aligned to the Group’s organisational requirements in areas such as procurement, contracting, human resources and financial management are encapsulated in the Chart of Authority. The Chart of Authority provides guidance on the division of responsibilities between the Board and Management and is periodically reviewed and updated to reflect changes in the business, operational and organisational environment.

Annual Business Plans and Performance Monitoring

The Annual Business Plan sets the targets and objectives based on the strategic directions and initiatives of the Group and is supplemented by key performance indicators to monitor and track the actual achievement against the Group’s targets and objectives. Frequent engagements between the Board and the CEO/Management via Group Executive Committee meetings and management reports provide a platform for performance to be periodically monitored, followed up and/or adjusted where appropriate.

Policies, Guidelines and Procedures

The Group has set in place standard operating procedures covering critical and significant facets of the Group’s business processes and are primarily geared towards the protection of assets and critical data as well as other major aspects of the Group’s business operations. These areas include financial management, occupational safety procedures, information technology (“IT”) and cyber security, social media, human capital management, productivity benchmarks, product quality assurance, compliance

with regulatory standards and disciplines, among other matters. Policies, standards and procedures that are available to enhance the Group’s operational efficiency and internal controls include (but not limited to):

- Capital Expenditure & Acquisition Policy
- Credit Control Policy and Procedures
- Procurement Policy
- Supplier Code of Practices
- IT End User Policy
- Network Security Policy
- Third Party & Outsourcing Policy
- Executive Personnel Manual
- Human Rights Policy
- Halal Policy

Compliance with these policies and procedures is an essential element of the internal control framework. Policies and procedures are also subject to review as processes change or when new business requirements need to be met.

Human Capital

Talents play a pivotal role in achieving the business objectives as the Group strives for stronger growth through various transformation initiatives. Hence, processes have been put in place to assess talent for career development and succession planning. Roles and responsibilities are clearly defined in the job description for each position. In addition, continuous improvement approach is implemented in the areas of operational efficiencies as well as manpower productivity. To ensure the performance evaluation process is carried out in a systematic manner, Performance Management System which provides rating criteria for the assessment of employees’ performance based on agreed Key Result Areas and operational Key Performance Indicators, sustainability targets as well as talent development targets is deployed.

Information and Communications Systems

The Group operates on an enterprise resource planning system which integrates various facets of the Group’s operations. The system provides management with data, analysis, variations, exceptions and other input relevant to the Group’s performance. Employees within the Group are guided by the IT policies and procedures such as IT Security Policy, Network Security Policy, Access Management, Cyber Security Framework and IT End User Policy. As part of the measures to raise awareness, cyber security and phishing/smishing/vishing mandatory training are conducted to all employees through online learning platform.

Business Continuity Management

The Board is cognisant of the importance of BCM in strengthening the Group’s resilience in response to the evolving business environment and enhancement of shareholders’ values.

F&NHB has established the following components within the BCM Framework to prepare the Group’s business operations in the event of crisis:

- business impact analysis;
- development of BCM strategies and plans;
- business recovery procedures;
- business continuity testing and exercise; and
- monitoring and evaluation of the overall effectiveness of BCM.

The Group’s pandemic preparedness was further strengthened, as seen from the cohesive responses and excellent teamwork amidst reduced workforce, work-from-home arrangement as well as collaboration and coordination with our external stakeholders such as our customers and suppliers.

The Framework and the BCM plans developed are reviewed on an annual basis and tested periodically to ensure that it is up-to-date and relevant to the business environment. In addition, annual testing on Disaster Recovery which involves IT, vendors and respective department are conducted to ensure systems are able to recover in an organised, efficient and effective manner.

Audit Committee and Group Internal Audit

Group Internal Audit performs periodic audits of subsidiaries within the Group in accordance with an annual internal audit plan, which is formulated through a comprehensive risk-based methodology and approved by the Audit Committee. The audits are designed to test the appropriateness of control design and implementation, process efficiency, as well as compliance with the existing policies and procedures. Based on the audits performed, areas of improvement on control design and implementation are highlighted, via internal audit report upon completion of each audit assignment to the Audit Committee. Relevant management personnel will also receive a copy of the audit report to implement agreed internal audit recommendations. Status of implementation of agreed audit recommendations is tracked until completion and quarterly updates are provided to the Audit Committee and Management. Further details on the activities of the Audit Committee and Group Internal Audit are set out in the Audit Committee Report.

BOARD COMMENTARY AND OPINION

The Board, through the SRMC and Audit Committee, has undertaken review of the adequacy and effectiveness of risk management and internal control system in accordance with its TOR during the year under review. The Board is of the view that the Group’s overall risk management and internal control system is sound and adequate in all material aspects, and has received the same assurance from the CEO, CFO and key management personnel of the Group. The Board ensures that the risk management process in identifying, evaluating and managing significant risks is operating adequately and effectively throughout the financial year up to the date of approval of this Statement. It is in the Board’s opinion that the Group’s system of internal control during the year under review is adequate and effective to safeguard the Group’s assets and the interests of shareholders and stakeholders.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors, KPMG PLT had reviewed the Statement pursuant to the scope set out in the Audit and Assurance Practice Guide (AAPG 3), Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountant and have reported to the Board that nothing has come to their attention that has caused them to believe that the Statement has not been prepared in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control Guidelines for Directors of Listed Issuers or is factually inaccurate.

This Statement is made in accordance with the resolution of the Board dated 5 November 2024.

STATEMENT ON DIRECTORS’ RESPONSIBILITY

The Directors of the Company are required by the Companies Act 2016 in Malaysia (“the Act”) to ensure that the financial statements prepared for each financial year give a true and fair view of the financial position and the financial performance of the Group and of the Company. Pursuant to paragraph 15.26 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Board of Directors is required to issue a statement explaining its responsibility for preparing the annual audited financial statements.

The Directors, have through the Statement by Directors on page 270 of the Annual Report given their opinion that the financial statements have been drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Act.

- In preparing these financial statements, the Directors ensured that the Management has:
- adopted appropriate accounting policies and applied them consistently;
 - prepared the financial statements on a going concern basis and that the going concern basis used in preparation of the financial statements are appropriate; and
 - made judgements and estimates that are reasonable and prudent.

The Directors are also responsible for ensuring that the Group and the Company maintain proper accounting and other records in accordance with the provisions of the Act to sufficiently explain the transactions and financial position of the Group and of the Company.

The Directors also have the responsibility to ensure that the management put in place a system of internal control to ensure that the assets of the Group are safeguarded against loss from unauthorised use or disposition and that transactions are properly authorised and recorded as necessary to enable the preparation of financial statements that are true and fair and are free from material misstatement.

This Statement is approved by the Board of Directors on 5 November 2024.

ADDITIONAL COMPLIANCE INFORMATION

The following information is provided in compliance with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”):

1. Utilisation of Proceeds

Islamic Commercial Papers (“ICP”) and Islamic Medium Term Notes (“IMTN”) programmes of RM3,000,000,000

On 7 May 2021, F&N Capital Sdn Bhd (“the Issuer”), a wholly-owned subsidiary of Fraser & Neave Holdings Bhd (“F&NHB” or “Company”) had established an Islamic Commercial Papers (“ICP”) Programme (“ICP Programme”) and an Islamic Medium Term Notes (“IMTN”) Programme (“IMTN Programme”) both based on the Shariah principle of Murabahah (via a Tawarruq arrangement) with a combined limit of up to RM3,000,000,000 in nominal value and guaranteed by the Company. The ICP Programme has a tenure of seven years from the first issue date whilst the tenure of the IMTN Programme is perpetual.

The proceeds from the ICP Programme and the IMTN Programme shall be advanced to companies within the F&NHB Group for Shariah-compliant general corporate purposes of the Group and the refinancing of any existing borrowings/financings/ corporate bonds/Sukuk issues and/or future Sukuk issues/Shariah-compliant financings of the Group. The utilisation of proceeds of these programmes shall at all times be for Shariah-compliant purposes.

On 3 August 2022, the Issuer had issued the second tranche of IMTN amounting to RM110,000,000 with a tenure of three years from the issue date and a profit rate of 4.01% per annum. The proceeds from this IMTN were used to partially finance the acquisition of the entire equity interest in Ladang Permai Damai Sdn Bhd by the Company’s indirect 65%-owned subsidiary, Dagang Sejahtera Sdn Bhd.

On 5 October 2022, the Issuer had issued the third and fourth tranche of IMTN of RM250,000,000 each with a tenure of three and five years from the issue date and profit rates of 4.21% and 4.68% per annum, respectively. The proceeds from issuance of the IMTNs were used to partially finance the acquisition of the entire equity interest in Cocoaland Holdings Berhad (“Cocoaland”) not already owned by the Company and for working capital purposes.

As at 30 September 2024, the outstanding IMTNs amounted to RM610,000,000 (2023: RM610,000,000).

As at 30 September 2024, the unutilised ICP Programme and IMTN Programme available for use amounted to RM2,390,000,000 (2023: RM2,390,000,000).

2. Audit and Non-Audit Fees

The respective fees are disclosed in the Audit Committee Report and Audited Financial Statements set out in this Annual Report. Non-audit fees are disclosed in the Audit Committee Report.

3. Material Contracts

Save as disclosed below, there were no material contracts entered into by the Company and/or its subsidiaries involving Directors’ and major shareholders’ interests, either still subsisting at the end of the financial year 2024 or, if not then subsisting, entered into since the end of the previous financial year:

A lease agreement dated 15 February 2024 between the Company’s wholly-owned subsidiary, F&N Foods (Cambodia) Co., Ltd. (“Lessee”) and Suvannaphum Investment Co., Ltd. (“Lessor”) for the lease of a parcel of land in the Suvannaphum Special Economic Zone, Cambodia at a total lease consideration of US\$3,864,000 (approximately RM18,462,000 as at 19 February 2024, the date of payment) in cash and for a term of 50 years. The lease is intended for the establishment of a dairy manufacturing facility to strengthen the F&NHB Group’s presence in Cambodia.

The Lessor is under the control of Y.Bhg. Tan Sri Charoen Sirivadhanabhakdi and the estate of the late Y.Bhg. Puan Sri Wanna Sirivadhanabhakdi, who are deemed major shareholders of F&NHB. Hence, the Lessor is a person connected to these major shareholders.

4. Recurrent Related Party Transactions of a Revenue or Trading Nature

At the 62nd Annual General Meeting of the Company held on 17 January 2024, the Company had obtained shareholders’ mandate to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties which are necessary for the day-to-day operations of the F&NHB Group.

Pursuant to the MMLR of Bursa Securities, details of the recurrent related party transactions entered into during the financial year 2024 are as follows:

ADDITIONAL COMPLIANCE INFORMATION

Mandated Related Parties	Relationship	Type of Transaction	Actual Value Transacted RM'000
Fraser and Neave, Limited ("F&N Ltd") Group	F&N Ltd is the holding company of F&NHB	Purchase of concentrates and/or raw materials from the F&N Ltd Group	180,072
		Purchase of finished products from the F&N Ltd Group	11,272
		Sale of finished products and/or raw materials to the F&N Ltd Group	301,597
		Payment of royalties to the F&N Ltd Group for the use of trademarks, trade names and brand names owned by the F&N Ltd Group	77,872
		Receipt of rental from the F&N Ltd Group	72
		Receipt of corporate services fees from the F&N Ltd Group	2,841
		Provision of printing services by the F&N Ltd Group	941
		Purchase of packaging materials from the F&N Ltd Group	1,216
Berli Jucker Public Company Limited ("BJC") Group	BJC's ultimate parent company is TCC Corporation Limited, which in turn is under the control of Y.Bhg. Tan Sri Charoen Sirivadhanabhakdi ("Tan Sri Charoen") and the estate of the late Y.Bhg. Puan Sri Wanna Sirivadhanabhakdi ("the estate of the late Puan Sri Wanna"), the ultimate major shareholders of ThaiBev and the Company. Hence, the BJC Group is deemed a person connected to the said ultimate major shareholders	Purchase of raw materials from the BJC Group	940
		Sale of finished products to the BJC Group	60,893
		Purchase of packaging materials from the BJC Group	1,596
Thai Beverage Public Company Limited ("ThaiBev")Group	ThaiBev is deemed a major shareholder of the Company by virtue of holding more than half of the issued share capital of F&N Ltd through InterBev Investment Limited, a wholly-owned subsidiary of International Beverage Holdings Limited	Sale of finished products to the ThaiBev Group	9,833
		Purchase of raw materials from the ThaiBev Group	2,315
		Provision of marketing services by the ThaiBev Group	35,599
		Purchase of finished products from the ThaiBev Group	12
		Provision of corporate services by the ThaiBev Group	477
		Sale of scrap to the ThaiBev Group	770
		Payment of royalties to the ThaiBev Group for the use of trademarks, trade names and brand names owned by the ThaiBev Group	89
		Provision of travel related services by the ThaiBev Group	-
		Payment of rental to the ThaiBev Group	41
		Payment of licence fees to the ThaiBev Group	128
		Payment of utilities to the ThaiBev Group	2,469

ADDITIONAL COMPLIANCE INFORMATION

Mandated Related Parties	Relationship	Type of Transaction	Actual Value Transacted RM'000
Frasers Property Limited ("FPL") Group	FPL's major shareholder is TCC Assets Limited, which in turn is under the control of Tan Sri Charoen and the estate of the late Puan Sri Wanna, the ultimate major shareholders of ThaiBev and the Company. Hence, the FPL Group is deemed a person connected to the said ultimate major shareholders	Receipt of corporate services fees from the FPL Group	120
		Payment of rental to the FPL Group	6,187
Thai Group Holdings Public Company Limited ("Thai Group Holdings") Group	Thai Group Holdings's major shareholders are Tan Sri Charoen and the estate of the late Puan Sri Wanna, the ultimate major shareholders of ThaiBev and the Company. Hence, the Thai Group Holdings Group is a person connected to the said ultimate major shareholders	Payment of insurance premium to the Thai Group Holdings Group	1,733
		Lease of assets from the Thai Group Holdings Group	134
TCC Corporation Limited ("TCC Corporation") Group	TCC Corporation is under the control of Tan Sri Charoen and the estate of the late Puan Sri Wanna, the ultimate major shareholders of ThaiBev and the Company. Hence, the TCC Corporation Group is a person connected to the said ultimate major shareholders	Sale of finished products to the TCC Corporation Group	203
		Purchase of raw materials from the TCC Corporation Group	59,801
		Purchase of stationery and office supplies from the TCC Corporation Group	32
		Payment of rental to the TCC Corporation Group	1,629
Asset World Corp Public Company Limited ("AWC") Group	AWC's major shareholders are TCC Retail Co., Ltd. and TCC Group International Limited, which in turn are under the control of Tan Sri Charoen and the estate of the late Puan Sri Wanna, the ultimate major shareholders of ThaiBev and the Company. Hence, the AWC Group is a person connected to the said ultimate major shareholders	Sale of finished goods to the AWC Group	245

SUSTAINABILITY STATEMENT

Sustainability remains a vital component of our business success and operations. Reflecting on 2024, we have remained steadfast in our focus on “CAPTURING VALUE” by upholding our brand promise “Pure Enjoyment, Pure Goodness”. This commitment has fuelled our initiatives and strengthened our relationships with all stakeholders. Staying true to our promise of building a “better business”, contributing to a “better planet”, and nurture a “better society”, these guiding principles shape every aspect of our operation, reinforcing our purpose and inspiring us to create meaningful impact across our business and within the communities we serve.

We are proud to publish our 8th standalone Sustainability Report (SR), covering the period from 1st October 2023 to 30th September 2024 (FY2024). The report is prepared in accordance with the Global Reporting Initiative (GRI) Universal Standards 2021. To maintain the accuracy and credibility of our sustainability data, selected Safety, Health and Environmental (SHE) practices and indicators have also been externally validated by Lloyd’s Register Quality Assurance (LRQA).

In anticipation of Bursa Malaysia’s reporting deadline for the Task Force on Climate-Related Financial Disclosures (TCFD) by the end of 2025, we have taken proactive steps to strengthen our alignment with TCFD. This preparation also aligns with the recently announced Malaysia National Sustainability Reporting Framework (NSRF) to comply with the International Financial Reporting Standards (IFRS).

Additionally, our integrated dairy farm in Gemas, Negeri Sembilan, underscores our dedication to greater self-sufficiency in food production and emphasizes sustainability principles at the core of the farm’s operations. The farm will incorporate green technology and circularity principles throughout all operations—from feed crop production to waste-to-energy facilities—ensuring maximum resource efficiency and reduced environmental impact.

As part of our commitment to responsible development, we are conducting a materiality assessment to identify and address material ESG issues around dairy farm. A carbon projection study is also underway to forecast the farm’s carbon footprint, and once complete, we will develop a tailored decarbonisation strategy to further minimise our carbon impact.

We remain dedicated to enhancing our sustainability strategy and implementing initiatives that empower our employees to create sustainable value. As we progress through 2024, F&NHB will further integrate sustainable decision-making into our operations, ensuring that we generate meaningful value for our stakeholders.

We remain dedicated to enhancing our sustainability strategy and implementing initiatives that empower our employees to create sustainable value.

OUR HOLISTIC EFFORTS IN ESG CONTINUE TO RECEIVE EXTERNAL VALIDATION IN VARIOUS AREAS.

We achieved the Top 50 Excellence Award at the National Corporate Governance & Sustainability Awards (NACGSA) 2024.

We proudly received the PwC Malaysia’s Building Trust Awards 2023 in the FBM Mid 70 Index category, along with special mentions for PwC Malaysia’s Public Trust Perception Analysis and ESG Reporting Benchmarking Analysis.

F&NHB was ranked as one of the Top 3 Employers of Choice for Graduates to Work for in 2023 within the Fast-Moving Consumer Goods (FMCG) category at the Graduates’ Choice Award 2024.

We were honoured with the Gold Award for the Consumer Products & Services Sector at The Edge ESG Awards 2023.

F&NHB was recognised as one of the best employers to work for at the Best Companies to Work for in Asia Award 2023.

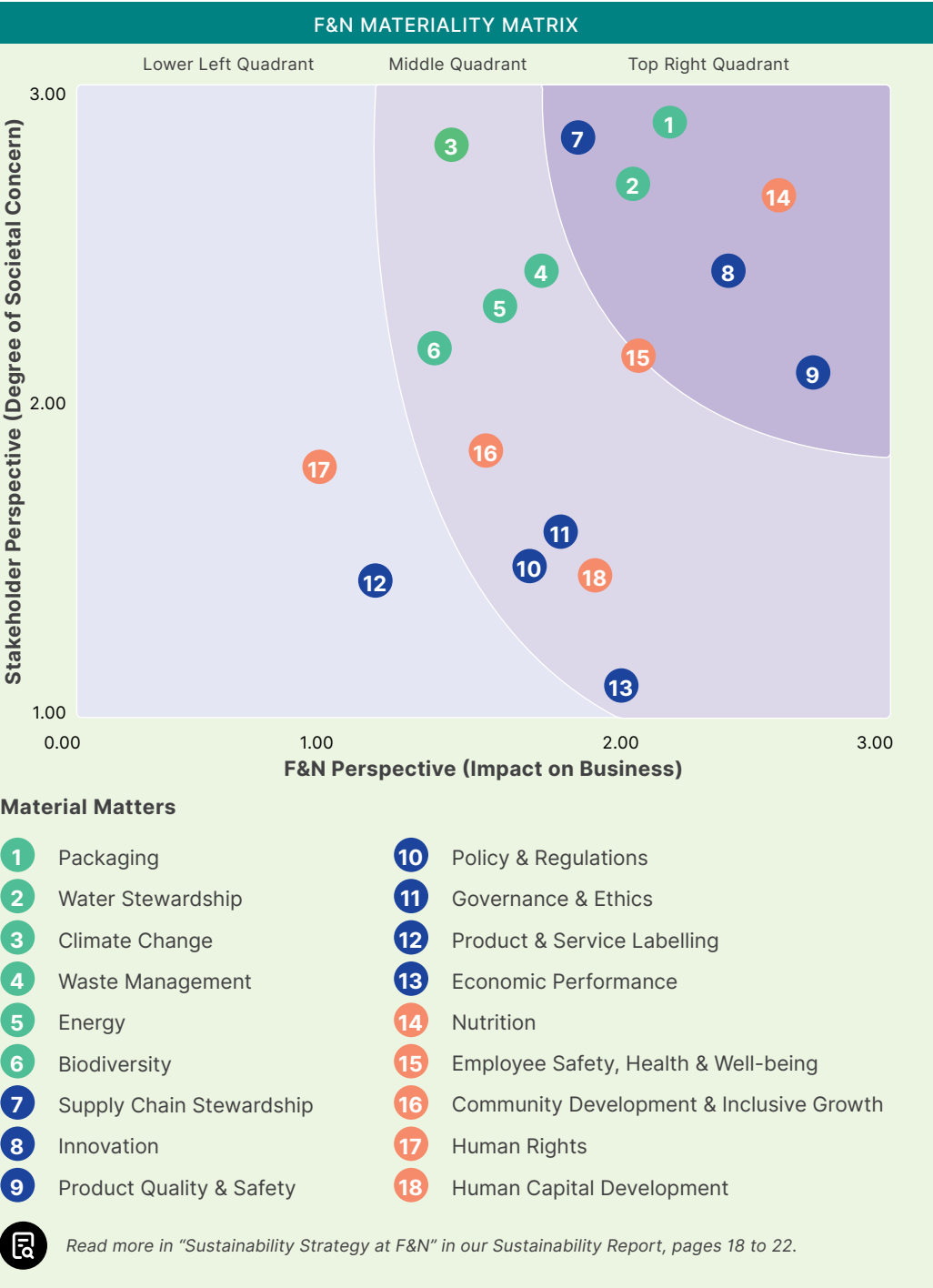
SUSTAINABILITY APPROACH

Our material topics are closely aligned with our sustainability strategy and related goals for 2025. Both our material topics and materiality matrix are reviewed annually to reflect updates in the sustainability landscape, regulatory requirements and the evolving needs of our stakeholders. Based on the previous assessment conducted in 2023, we performed a high-level materiality assessment for this year. This process involved desktop research on key trends related to our material topics, and interviewing internal stakeholders comprised of senior management team.

“Packaging” and “Nutrition” continued to be top priorities, particularly for our customers and consumers, offering opportunities for creating positive business impact. Meanwhile, “Climate Change,” “Energy,” “Governance & Ethics,” and “Policy & Regulations” are constantly significant to external stakeholders, reflecting their potential impact on our business.

Upon the conclusion of our 2025 goals, we will undertake a comprehensive materiality assessment to refine our understanding of emerging issues and evolving stakeholder expectations, enabling us to adapt and enhance our focus to creating value for our stakeholders.

SUSTAINABILITY STATEMENT



SUSTAINABILITY STATEMENT

 BETTER BUSINESS

Material Issues of F&N	Opportunities for F&N If issue is addressed	Potential Risks for F&N If issue is not addressed
GOVERNANCE & ETHICS <i>Business policies and practices to ensure ethical, transparent, and responsible governance.</i>	Upholding F&N reputation as a responsible business maintains trust amongst all stakeholders	Failure to establish transparent and robust governance represents a risk to our reputation
POLICY & REGULATIONS <i>Regulatory compliance across our operations and engaging with policymakers in a responsible and transparent manner.</i>	- Engaging with regulators allows F&N to prepare for emerging legislation and ensure compliance - Reduced operational costs	- Unpreparedness towards adherence to new regulations is a risk - Reputational risk due to absence of transparent and robust policies
ECONOMIC PERFORMANCE <i>Financial performance to deliver shareholder value and secure long-term viability of the company.</i>	Long-term value for all stakeholders through sustainable financial performance	Hinder F&N's business continuity
PRODUCT QUALITY & SAFETY <i>Delivering products to consumers which meet the highest quality and safety standards.</i>	- Delivery of F&N brand commitment to consumers through product excellence - Retention and increase in market share through product range expansion and diversified portfolio	- Reputational risk and customer claims arising from an interrupted supply chain or compromised packaging outside the factory - Specific regulatory changes that may affect product recipe and/or packaging
PRODUCT & SERVICE LABELLING <i>Labelling our products and services in a responsible and transparent way for consumers.</i>	- Meet regulatory requirements - Meet consumer expectations relating to product and ingredient communication	Inability to satisfy stakeholder expectations on transparency of product information
INNOVATION <i>Building competitive advantage through innovative products and solutions to meet consumer and societal needs.</i>	- Respond to customer and consumer demands and stay relevant - Embrace emerging and disruptive technologies increases competitive edge	Balancing between risk of consumer non-acceptance and vulnerability of being outpaced by competitors
SUPPLY CHAIN STEWARDSHIP <i>Procurement policies, contractor management and supplier relationships which address material issues across the value chain.</i>	- Enhanced vendors' efficiency and sustainability performance, ensuring compliance with food safety standards - Achieve cost savings through stronger collaboration - Implementation of robust policies and systems to ensure competitive pricing and safeguard vendors from corruption and unethical practices	- Expose F&N's supply chain to various ESG risks (e.g. human rights, product quality); unethical practice can lead to regulatory violations, monetary fines and reputational risk - Disruption to operations - Price fluctuation as a result of global economic performance and vulnerability to foreign exchange exposure

SUSTAINABILITY STATEMENT

 BETTER SOCIETY

Material Issues of F&N	Opportunities for F&N If issue is addressed	Potential Risks for F&N If issue is not addressed
NUTRITION <i>Helping consumers' lead healthy lives by developing nutritious and accessible products.</i>	- Avenue for innovation to align with customer and consumer expectations - Shift in product portfolio towards healthier choices that contribute to consumer well-being	Regulatory risks (e.g. sugar tax) from the markets we operate in; focusing on Nutrition helps mitigate this
COMMUNITY DEVELOPMENT & INCLUSIVE GROWTH <i>Supporting economic development and creating positive social impact for communities connected to our business activities.</i>	- Investment in communities supports national social and economic development and ensures F&N's parallel growth with society - Collaboration with communities to reinforce our relationships, our credibility and presence	- Absence of community programmes and initiatives impacts our reputation as a corporate citizen and impacts employee morale - Inadequate equilibrium between social, economic and environmental requirements results in financial implications
HUMAN RIGHTS <i>Upholding strong human rights practices in our operations and supply chain.</i>	- Taking proactive measures to recognise and address human rights risks in F&N operations and supply chain ensures a safe workforce - Reduced inequalities (e.g. gender inequality) - Improved productivity and resource efficiency	- Human rights violations in operations and supply chain lead to regulatory risks, monetary fines and reputational risk - Disruption to operations - Demotivated and unproductive workforce
HUMAN CAPITAL DEVELOPMENT <i>Attracting, developing, and retaining high-performing employees, creating an inclusive and diverse culture.</i>	- Skilled and diverse employees enable F&N to deliver our business strategy and uphold competitiveness - Effective training and upskilling programmes contribute to a high-performance culture - Offer employment opportunities for local communities in areas of operation	- Challenge in attracting and retaining talent - Adapting to the rapid alterations in skill set requirement within the evolving market
EMPLOYEE SAFETY, HEALTH & WELL-BEING <i>Improving and maintaining the health, safety and well-being of our employees</i>	- A healthy and safe workforce increases productivity of F&N's operations - Improvements in talent acquisition and retention - Cultivation of positive employer reputation	- Incidents such as injuries, occupational illnesses, lost days at work, and fatalities can lead to decline of productivity, disrupted business continuity and pose challenges to F&N's license to operate - Financial and reputational risks

SUSTAINABILITY STATEMENT

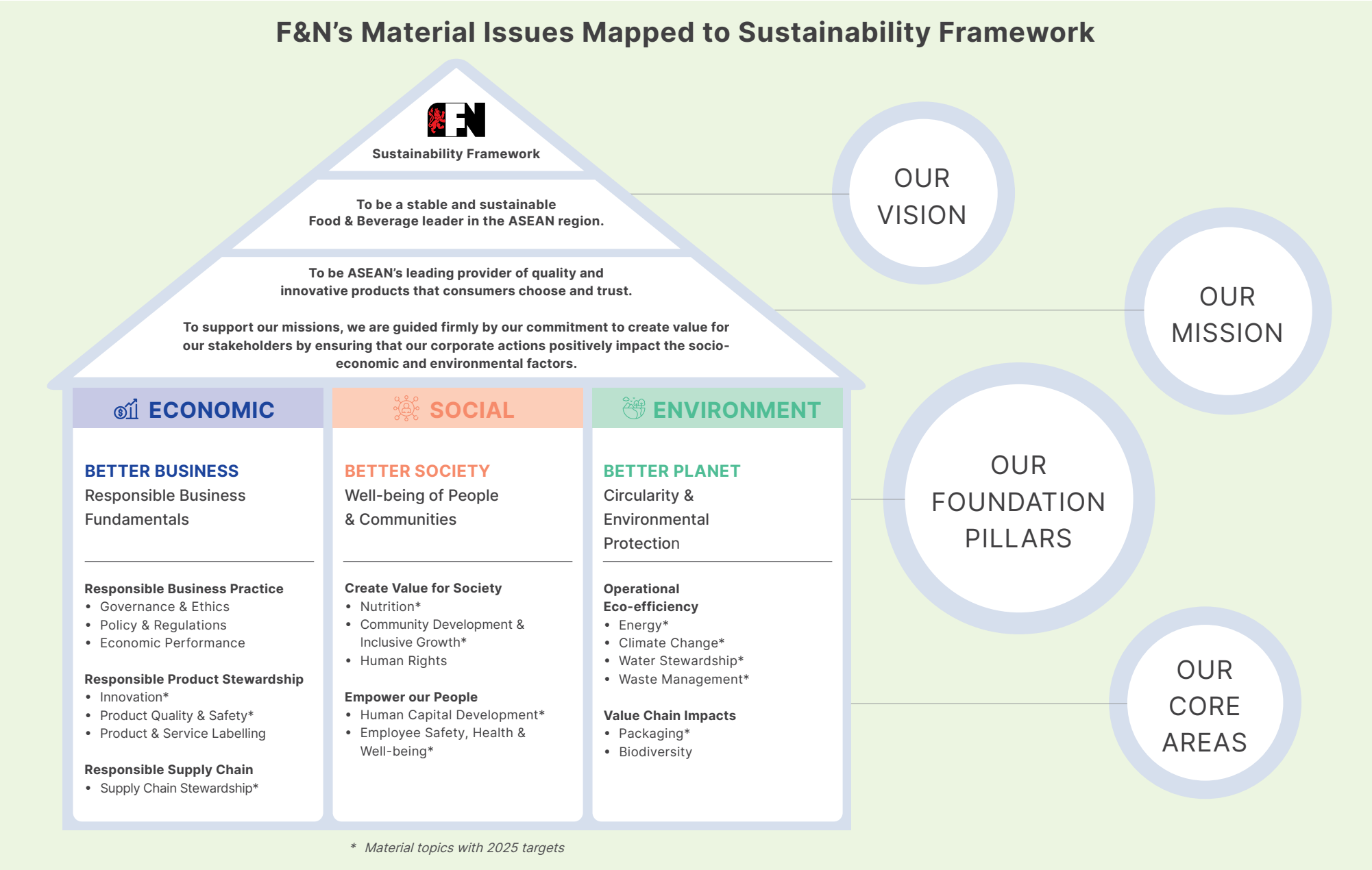
BETTER PLANET

Material Issues of F&N	Opportunities for F&N If issue is addressed	Potential Risks for F&N If issue is not addressed
PACKAGING <i>Developing sustainable packaging solutions to reduce the impact of packaging on the environment.</i>	- Meeting customer and consumer demands for products packaged sustainably uplifts reputation - Improve resource efficiency in packaging - Reduce dependence on virgin materials, resulting in cost savings	- Failure to meet stakeholders' expectations in packaging management results in reputational risks - Risk of competitors taking lead and securing market sharesn
ENERGY <i>Minimising GHG emissions and energy use in our operations in line with global climate goals.</i>	- Minimised energy use and emissions enables F&N to reduce costs - Pre-empt future regulation (e.g. carbon tax) - Conform to targets set by governments and customers	- Pressure from public resulting in reputational risks - Increase in operational expenses due to stricter regulations and alterations in energy sourcing
CLIMATE CHANGE <i>Adapting our business model to ensure resiliency to climate-related risks.</i>	Meet growing expectations of investors and regulators by assessing climate-related risks and opportunities, e.g. supply chain disruption, market shifts or extreme weather events	- Costly damages on F&N physical assets from extreme weather events due to climate change - Failure to meet stakeholders' expectations in addressing climate change poses reputational risks
WATER STEWARDSHIP <i>Protecting and preserving shared water resources.</i>	- Efficient water management presents cost-saving opportunities for F&N - Enhance water security for suppliers, increasing supply chain resilience	- Water insecurity will have a direct impact on F&N operations and business as water is a key material resource - Regulatory risks around water as an important national resource
WASTE MANAGEMENT <i>Minimising waste and safely disposing of hazardous materials.</i>	- Reducing and reusing waste supports operational efficiency, which leads to cost savings - Inculcate sustainable practices and values in employees and communities through the 3Rs: Reduce, Reuse and Recycle	Failure to meet stakeholders' expectations in managing our waste impact pose reputational risks
BIODIVERSITY <i>Sourcing raw materials responsibly, protecting biodiversity and eliminating deforestation from our supply chain.</i>	- Mitigate reputational risks of negative environmental practices, particularly in our supply chain - Create a sustainable business operation without exploitative processes	Failure to meet stakeholders' expectations in protecting the natural environment and biodiversity

SUSTAINABILITY STATEMENT

F&N SUSTAINABILITY FOCUS AREAS AND 2025 TARGETS

F&N Group's 18 material topics have been mapped into seven core areas of our Sustainability Framework. This framework allows us to structure our business and sustainability goals with a directed focus on how we generate value for each material issue.



SUSTAINABILITY STATEMENT

In 2020, we set ambitious sustainability performance targets for 2025, focusing on the 12 highest-priority material issues. These goals will drive F&N's sustainability efforts and reinforce our commitment to creating long-term value for our stakeholders.

As we approach the culmination of these 2025 targets, we prepare to evaluate our progress and align with the broader ESG targets set by our parent company, ThaiBev. This will ensure that our sustainability journey continues to evolve, further embedding responsible practices into our operations and amplifying positive impact across our value chain.

Legend: ● Achieved ● On track ● Work-in-progress ● Unmet

Material Issue	2025 Target	2024 Progress	
Product Quality & Safety	Achieve 100% of our plants and production processes certified with the Food Safety System Certification scheme 22000 (FSSC22000 scheme) and Halal Standard (or equivalent)	100% of our plants and production processes are certified with Halal Standards. 63% of our plants and production processes are certified with FSSC22000 scheme. In FY2024, our Kuching plant obtained the FSSC22000 certification.	●
Innovation	Achieve 10% product innovation for commercialised F&N products from 2020 baseline^	7% product innovation for commercialised F&N products.	●
Supply Chain Stewardship	100% of our active key suppliers to accept and comply with F&N's Supplier Code of Practice	99.7% of our active key suppliers have accepted and complied with our SCOP, of which all our direct suppliers have accepted.	●
Nutrition	At least two third of beverage and dairy products^ comply with the Nutritional Guidelines	67% of our beverage and dairy products are endorsed with Healthier Choice Logo (HCL).	●
Community Development & Inclusive Growth	Increase the number of annual community programmes to 11	12 community programmes conducted this year, compared to 10 programmes in FY2020.	●
Human Capital Development	Provide an average of at least 18 hours of training to executive level employees and 11 hours of training to non-executives	Conducted 34 training hours per employee in the executive category and 12 training hours per employee in the non-executive category.	●
Employee Safety, Health & Well-being	Reduce the Lost Time Injury Frequency Rate (LTIFR) to 0	Our LTIFR was 0.67, with 4 lost time injury cases.	●
Energy	Reduce the Group's energy intensity ratio at our plants by 8% from a 2020 baseline	Group energy intensity ratio has improved by 0.1% to 867.74 (FY2020 baseline at 868.56).*	●
Climate Change	Reduce the Group's GHG emissions intensity ratio at our plants by 8% from a 2020 baseline	Group GHG intensity ratio has improved by 4%, now standing at 0.0635, (FY2020 baseline at 0.0661).*	●
Water Stewardship	Reduce the Group's water intensity ratio at our plants by 8% from a 2020 baseline	Group water intensity ratio has increased by 3% to 2.37 (FY2020 baseline at 2.29).*	●
Waste Management	Reduce the solid waste sent to landfill by 30% from a 2020 baseline	Our total solid waste sent to landfill reduced by 54% to 545 metric tonne (MT) (FY2020 baseline at 1,122 MT), attributed to various initiatives in managing waste.	●
Product Packaging	Increase the recycled content in our beverage and dairy packaging to 25%	We have achieved an average recycled content in our packaging at 25% this year.	●

* Performance in these areas has been influenced by operational expansions, including a new plant in Thailand and additional production and packaging lines across our Malaysian facilities, all of which increased water and energy demands. However, excluding the impact of these expansions, we are progressing well compared to our 2020 baseline under business-as-usual conditions. Our commitment remains firm as we work to achieve each of our sustainability goals.

Please refer to respective sections for more information.

SUSTAINABILITY STATEMENT

WORKING WITH OUR STAKEHOLDERS

Our stakeholders at F&N encompass individuals and groups who are either affected by our activities or have an interest in them, and this relationship is reciprocal. Building and maintaining strong relationships based on trust and respect is fundamental to our business. This commitment allows us to assess and mitigate the potential impacts of our operations, as identified through our engagements with stakeholders.

We identify stakeholder groups based on their level of interest in our business and their influence over our operations. Our engagement strategy is tailored to align with the varying degrees of interest and influence of each stakeholder group.

 Read more in "Working with Our Stakeholders" in our Sustainability Report, pages 42 to 43.

TCFD AND CLIMATE RISK MANAGEMENT

 This is the third year we have disclosed our climate-related impacts in alignment with TCFD recommendations. F&N has voluntarily provided climate reporting disclosures based on the recommendations of the TCFD, a year ahead of the timeline stipulated by Bursa Malaysia.

 **Governance**
F&N has established a robust governance framework to oversee climate-related risks and opportunities, integrating them into our overall strategic planning. The Board of Directors plays a pivotal role by monitoring these sustainability-related topics and approving the company's climate-related goals and strategies. We have a dedicated Sustainability & Risk Management Committee (SRMC) that supports the Board by reviewing key sustainability issues and ensuring that climate considerations are escalated within our Enterprise Risk Management (ERM) framework. This structured governance approach ensures that climate-related decisions are effectively aligned with our business objectives and risk management practices.

 **Strategy**
Our strategic efforts are guided by a clear understanding of material climate-related risks and opportunities through ongoing scenario analysis across various time horizons. F&N is committed to developing a decarbonisation roadmap for our Scope 1 and 2 greenhouse gas (GHG) emissions. These assessments and analyses inform our long-term strategy, allowing us to integrate climate considerations into our operational and financial planning. By proactively identifying and managing climate-related impacts, we strive to enhance our resilience and capitalise on opportunities that arise from the transition to a low-carbon economy.

 **Risk Management**
F&N employs a comprehensive risk management framework that includes the identification and quantification of climate-related risks. These risks encompass both physical risks, such as extreme weather events, and transition risks associated with the shift towards a sustainable low-carbon economy. Our efforts focus on embedding climate risk analysis into our risk management processes, ensuring that key internal stakeholders from Finance, Risk and Insurance, Strategy and Sustainability and Manufacturing teams across the business divisions of F&N are involved in evaluating these risks. By regularly assessing our climate-related risks and incorporating findings into our operational strategies, we are better equipped to mitigate potential disruptions and seize new opportunities.

 **Metrics and Targets**
To measure our progress against climate-related objectives, F&N has implemented stringent metrics and targets aligned with our sustainability goals. We have committed to reducing both energy, GHG emissions and water intensity at our plants, in line with our sustainability targets for 2025. By regularly tracking these metrics, we can evaluate our performance and adjust our strategies accordingly, ensuring accountability and transparency in our sustainability efforts.

 Read more in "TCFD and Climate Risk Management Updates" in our Sustainability Report, pages 29 to 40.

SUSTAINABILITY STATEMENT

Responsible Business Practice

At F&N, we embed sustainability considerations—encompassing environmental and social factors—into the core of our strategic formulation, governance, decision-making, and risk management frameworks. The Board of Directors has ultimate oversight of material sustainability issues, ensuring that our decisions align with long-term value creation and organisational resilience. The Board actively incorporates sustainability principles into strategic planning, which balances financial performance with sustainable growth and societal impact. The Board SRMC plays a crucial role by steering F&N's sustainability initiatives and meeting quarterly to evaluate our sustainability agenda.

We recognise the significance of effective risk management in guiding our strategic decisions. Each business division is supported by a dedicated risk coordinator who performs comprehensive risk analyses, compiles reports, and provides briefings to ensure alignment with risk policies and practices. Our risk management framework encompasses a range of categories, including operational risks and emerging risks that may impact long-term performance. The Board receives annual assurance



from the Chief Financial Officer (CEO) and Chief Financial Officer (CFO) regarding the effectiveness of our risk management and internal controls, while maintaining transparency about any concerns regarding negative Environmental, Social & Governance (ESG) impacts.

F&N is committed to regulatory compliance, prioritising adherence to laws and ethical standards, including those related to Halal integrity, particularly in a predominantly Muslim country like Malaysia. We work closely with relevant regulatory bodies to ensure employee safety and effective environmental management. Our Halal management structure incorporates both a Group Halal Council (GHC) and Internal Halal Committees at various sites, overseeing compliance throughout our supply chain. We enhance our Halal capacity through training programmes for employees and engage with local authorities to uphold and improve Halal standards. Additionally, we actively collaborate with universities and participate in partnerships that promote the understanding and implementation of Halal practices to contribute positively to the Halal ecosystem.



RECOGNITION TO A HALAL HOMEGROWN CHAMPION THROUGH THE HSPF PROGRAMME

HONOURING OMNI MAL'S DISTINCTIVE ACHIEVEMENT AS A VALUED VENDOR TO F&N





Read more in "Responsible Business Practice" in our Sustainability Report, pages 44 to 52.

SUSTAINABILITY STATEMENT

Responsible Product Stewardship

At F&N, product quality and safety are fundamental principles integral to our corporate culture and vital to maintaining the trust we've built over 140 years. We prioritise our customers' well-being by ensuring that every stage of our value chain—from sourcing and production to distribution and consumer interaction—adheres to high standards. Our production facilities comply with international certifications, including FSSC22000 scheme & ISO22000 Food Safety Management Systems, and Hazard Analysis and Critical Control Points (HACCP), with rigorous quality control processes in place. We also conduct quarterly risk assessments through the SRMC, emphasizing proactive oversight and continuous improvement.

Our commitment to responsible product stewardship includes transparent labelling practices that provide consumers with crucial information regarding quality, nutrition, and safety. We ensure compliance with regulatory requirements in Malaysia

and Thailand while offering detailed nutritional information to promote informed purchasing decisions. Furthermore, we adhere to ethical advertising standards and have pledged to restrict marketing aimed at children under 12, reinforcing our dedication to consumer rights and responsible communication.

Innovation is central to our approach, driving us to develop new offerings that align with consumer preferences while addressing sustainability challenges. In FY2024, we introduced 14 new products, emphasizing healthier options and sustainable packaging solutions, such as utilising Forest Stewardship Council (FSC)-certified cartons for our BORNEO SPRINGS Natural Mineral Water. By engaging employees in identifying process improvements, we have fostered a culture of innovation that enhances efficiency and sustainability, reflecting our commitment to responsible stewardship and responsiveness to evolving consumer expectations.



100%

of our plants and production processes certified with Halal Standards

63%

Certified with FSSC22000 Scheme



14

new products & packaging formats introduced



THB35 million

annual cost avoidance through 54 employee-driven innovation projects



Read more in "Responsible Product Stewardship" in our Sustainability Report, pages 53 to 58.

SUSTAINABILITY STATEMENT

SUSTAINABILITY STATEMENT

Responsible Supply Chain

F&N is committed to fostering a responsible supply chain through effective collaboration with our upstream partners, which is essential for mitigating risks and enhancing operational efficiency. By engaging closely with suppliers, we gain valuable insights that enable us to optimise our supply chain processes, leading to greater resilience and long-term success. Our ambitious goal is for 100% of active key suppliers to accept and comply with our Supplier Code of Practice (SCOP) by 2025, and we are proud to report that nearly all key suppliers have already met this commitment.

Our approach to supply chain stewardship emphasizes ethical business practices, sustainable sourcing, and robust supplier management. F&N adheres to the United Nations (UN) Guiding Principles on Business and Human Rights and actively participates in initiatives such as Supplier Ethical Data Exchange (SEDEX), a global platform for ethical supply chain management. We prioritise responsible sourcing

of raw materials, ensuring that they are certified by credible organisations like the RSPO and FSC, which aligns with our commitment to minimising our environmental footprint while supporting sustainable practices.

To ensure continuous improvement, F&N employs a rigorous risk management framework that involves screening new suppliers based on environmental and social criteria, regular audits, and ongoing support to build supplier capacity. Our initiatives extend beyond compliance; we recognise and reward outstanding supplier performance through programmes like the F&N Business Partner Award. By collaborating with local and global suppliers, we not only enhance the quality and sustainability of our products but also support the growth and development of our partners within the supply chain, reinforcing our dedication to ethical practices and responsible stewardship.

93%

of suppliers are local

78%

of annual procurement expenditure allocated to local suppliers

99.7%

of our active key suppliers accepted F&N Group's Supplier Code of Practice

100%

Sustainable Palm Oil since 2020

RSPO credits 20%

100% Sustainable Palm Oil

Physical RSPO Palm oil 80%

Empowering suppliers through strategic collaborations

Actively building the capacity of >2,000 farmers from 10 milk cooperatives through the Farming Excellence System since 2013

F&N Business Partner Programme Collaborating with 19 suppliers on ESG-aligned Projects

Building the Halal eco-system through Halal Sourcing Partnership Programme

4 SMEs on-boarded as our vendor

6 SMEs currently being mentored by F&N

Read more in "Responsible Supply Chain" in our Sustainability Report, pages 59 to 66.

Create Value for Society

We remain committed to creating meaningful value for both our consumers and the communities we serve, emphasizing our role as a responsible corporate citizen in the food and beverage (F&B) industry. Our commitment to societal well-being is reflected in our focus on providing healthier products, engaging in community development, and advocating for human rights. We believe our business success is closely tied to the health and prosperity of society, which drives our initiatives aimed at enhancing the lives of those around us.

Our strategic approach includes a robust Nutrition Charter aimed at improving our product offerings. With an objective that at least two-thirds of our beverage and dairy products meet established nutritional guidelines, we are proud to report that 2/3 of our current offerings carry the Healthier Choice Logo. Initiatives such as reducing sugar content, eliminating trans fats, fortifying products with essential micronutrients, and catering to diverse dietary needs underscore our commitment to healthful consumption. Additionally, our consumer education programmes are vital components of our strategy to promote healthier lifestyles and enhance consumer awareness of nutritious choices.

In terms of community development, we have successfully expanded our annual community programmes. These initiatives focus on strengthening vulnerable groups, promoting environmental consciousness, spreading festive cheer, and advocating for sports & active lifestyles. Furthermore, our emphasis on human rights and ethical practices reflects our commitment to good governance, with comprehensive assessment processes in place to protect and promote the rights of all stakeholders involved in our operations.

53%

reduction in sugar per ml of our total beverages (2015 - 2024)

>90%

of the RTD beverages sold are healthier options with less sugar

2/3

of our portfolio are 'healthier choice' in Malaysia or Thailand

Positively impacted the lives of

>100,000

beneficiaries within the less fortunate community through community investment of >RM1.5 million

>500,000

cups of milk served to students at 500 schools in Thailand, fostering healthier dietary habits

>5,000

cans of 100PLUS distributed nationwide to keep Malaysians hydrated during the heatwave

54 students

in Monfort Boys Town empowered with essential literacy skills through ICDL certification course

Strengthened the collaboration with SWCorp through a

3+2-year

MOU to promote recycling within school communities

>460 employees

contributed to nature conservation through tree planting initiatives in Malaysia & Thailand

210 mangrove trees at Kota Kinabalu

200 trees at Kuching

450 trees & 1,200 seed balls in clay soil at Kanjanaburi

Proud hydration partner of SUKMA & PARASUKMA XXI and major sports events nationwide

Read more in "Creating Value for Society" in our Sustainability Report, pages 67 to 83.

SUSTAINABILITY STATEMENT

SUSTAINABILITY STATEMENT

Empower Our People

F&N recognises the pivotal role our employees play in our enduring success. Their unwavering commitment, expertise, and contributions breathe life into F&N's strategic vision and propel our business forward. In exchange, we actively promote continuous learning and development of our employees through comprehensive Group-wide learning initiatives and value their well-being. We strive to cultivate a safe and healthy workplace environment for all.

We have developed a Human Capital Roadmap which consists of seven modules for strategic human capital transformation.

7 Modules for Strategic Human Capital Transformation

1 Clear Structure & Roles

2 Market-Orientated Compensation & Benefits

3 Recognition-Based Performance Management

4 Holistic High Performer Retention & Development

5 Proactive Succession & Workforce Planning

6 Engaging Corporate Culture

7 Strategic Talent Acquisition & On-boarding

Our initiatives in driving human capital development focus on achieving work-life balance and fostering mental wellbeing. Some initiatives we have implemented include flexi working hours, in-house gym facilities and extended health insurance. We are also focus on promoting diversity and inclusion in our workforce, and are proud to have made significant progress, particularly in promoting gender equality.

Upholding strict adherence to health and safety protocols continues to be our main focus in protecting the wellbeing of our employees. Driving our “safety first” culture means that we implement stringent procedures into all aspects of our daily work routines. Training is an important part of our safety culture to regularly remind and update our employees on safety precautionary measures.

>3,700 employees

including 382 new hires

Female Representation

Total workforce28%

Managerial positions46%

Executive Category

34 average training hours per employee

Non-Executive Category

12 average training hours per employee

Maintained

0

work-related fatality

work-related illness

Complimentary influenza vaccination provided to more than

1,200 employees

Read more in “Empower Our People” in our Sustainability Report, pages 84 to 95.

Operational Eco-efficiency

We recognise the environmental impacts stemming from our operations, particularly in terms of energy consumption, water usage, and resource utilisation. To address these challenges, we continually explore innovative initiatives aimed at optimising our manufacturing processes and minimising our carbon footprint. Our goal is to align our operations with sustainable practices and support a balanced coexistence with the planet.

Energy & Climate Change

Our commitment to enhancing energy efficiency is reflected in the various initiatives implemented across our manufacturing facilities in Malaysia and Thailand. We have also been gradually implementing solar photovoltaic (PV) systems at our facilities in Malaysia and Thailand to reduce our reliance on fossil fuels and minimise our carbon footprint. This initiative aligns with our overall strategy to decrease our reliance on fossil fuels and minimise our carbon footprint.

Moreover, we have conducted a comprehensive climate change risk assessment aligned with the TCFD framework. This assessment involves scenario analysis to evaluate potential physical and transition risks associated with climate change, including extreme temperatures, floods, and droughts. By quantifying the financial impacts of these risks, we can inform our strategic planning and decision-making processes more effectively. We have embedded these insights into our ERM framework to ensure that climate considerations are integrated into our business operations, thereby enhancing our resilience and adaptability amid climate challenges.

Water Stewardship

Recognising the potential water stress in certain regions, particularly in Thailand and Malaysia, F&N prioritises responsible water stewardship to safeguard local communities’ access to clean water. We conduct thorough water risk assessments to identify and mitigate challenges related to water availability and quality, driving

our initiatives aimed at reducing consumption and improving management practices across our facilities.

In FY2024, we have made significant strides in enhancing water efficiency, implementing measures that emphasize recycling and reusing water within our operations. Our projects include the installation of advanced monitoring systems and water-saving technologies, which have yielded measurable reductions in water usage. We are committed to working closely with local communities to ensure water security, thereby aligning our operational practices with sustainable water use principles. Through ongoing improvement in water management, we aim to balance our operational needs with the ecological and social responsibilities we hold.

Waste Management

We implement comprehensive waste reduction strategies that encompass recycling, repurposing, and innovative waste conversion techniques. For instance, non-recyclable waste generated at our facilities is now converted into energy, significantly reducing landfill dependency and resource wastage. We are continuously improving our environmental management systems to monitor and enhance our waste management practices, striving for a circular economy that minimises waste through effective resource utilisation.

During the year, our efforts in waste management yielded positive results, with a marked decrease in waste sent to landfill. We increasingly collaborate with local communities and organisations to enhance recycling initiatives, fostering awareness and participation in sustainability efforts. We conduct regular assessments of our waste management practices, ensuring compliance with environmental regulations and identifying opportunities for further improvement. By integrating waste management into our operational strategies, we achieve both sustainability objectives and operational efficiencies.

Read more in “Operational Eco-efficiency” in our Sustainability Report, pages 96 to 112.

SUSTAINABILITY STATEMENT

Value Chain Impacts

Read more in "Value Chain Impacts" in our Sustainability Report, pages 113 to 117.

Capturing Value for the Future

As a forward-looking company, F&NHB is dedicated to nourishing generations by offering a diverse range of food, beverages, and dairy products that are thoughtfully crafted to meet the evolving needs of our consumers. With each offering, we ensure that every choice supports a healthier, more sustainable future. Backed by a rich legacy of over 140 years, we strive to enrich lives and ensure that our legacy of quality, taste, and well-being endures for years to come.



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DIRECTORS' REPORT

for the financial year ended 30 September 2024

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 30 September 2024.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding activities whilst the principal activities of the subsidiaries are as stated in Note 8 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

HOLDING COMPANIES

Fraser and Neave, Limited ("F&NL"), a corporation incorporated in the Republic of Singapore is the immediate holding company whilst TCC Assets Limited, a corporation incorporated in the British Virgin Islands was regarded by the Directors as the Company's ultimate holding company until 19 September 2024. Pursuant to the completion of an internal restructuring between TCC Assets Limited and Interbev Investment Limited, Siriwana Co., Ltd., a corporation incorporated in Thailand is regarded by the Directors as the Company's ultimate holding company on 20 September 2024 until the date of this report.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 8 to the financial statements.

RESULTS

	Group RM'000	Company RM'000
Profit for the year attributable to:		
Owners of the Company	542,766	966,801
Non-controlling interests	1,542	-
	544,308	966,801

RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in the financial statements.

DIRECTORS' REPORT

for the financial year ended 30 September 2024

DIVIDENDS

Since the end of the previous financial year, the dividends paid by the Company were as follows:

- i) In respect of the financial year ended 30 September 2023 as reported in the Directors' Report of that financial year:
- a final ordinary dividend of 33.0 sen per share and a special dividend of 17.0 sen per share totalling RM183,389,000 approved by the shareholders on 17 January 2024 at the 62nd Annual General Meeting of the Company and paid on 6 February 2024.
- ii) In respect of the financial year ended 30 September 2024:
- an interim ordinary dividend of 30.0 sen per share totalling RM110,034,000 declared on 30 April 2024 and paid on 31 May 2024.

The Directors recommend a final ordinary dividend of 33.0 sen per share for approval by shareholders at the forthcoming Annual General Meeting of the Company. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 30 September 2025.

DIRECTORS OF THE COMPANY

Directors who served during the financial year until the date of this report are:

Y.A.M. Tengku Syarif Bendahara Perlis Syed Badarudin Jamalullail ibni Almarhum Tuanku Syed Putra Jamalullail (Chairman)
Mr. Hui Choon Kit
Mr. David Siew Kah Toong
Mdm. Tan Fong Sang
Datuk Kamaruddin bin Taib
Puan Aida binti Md Daud
Puan Faridah binti Abdul Kadir
Datuk Mohd Anwar bin Yahya
Dato' Ng Wan Peng
Mr. Kosit Suksingha
Mr. Michael Chye Hin Fah
Mrs. Tongjai Thanachanan (ceased as Alternate Director to Mr. Kosit Suksingha on 11 November 2024)

DIRECTORS’ REPORT

for the financial year ended 30 September 2024

DIRECTORS OF THE COMPANY (CONTINUED)

The Directors who held office in the subsidiaries of the Company during the financial year until the date of this report are:

Subsidiaries	M r. Lim Yew Hoe	Mr. Tiong Yean Yau	Mr. Hui Choon Kit	Mr. Kosit Suksingha	Mr. Ng Boon Leong	Mr. Ng Eng Cheang	Mr. Lai Ming Kong	Mr. Suchit Riewcharoon	Dato' Raffiq bin Md Ariff	Dr. Yap Peng Kang	Ms. Foo Chooi Kian	Mr. Lau Cheng Yew	Mr. Ooi Alk Tuan	Mr. Goh Teong Hoe	Ms. Aisha Alkaiff	Mr. Zainal Abidin bin Musa @ Hussain	Y.A.M. Dato' Seri DiRaja Syed Razlan ibni Almarhum Tuanku Syed Putra Jamalullail	Ms. Lee Lay Yean	Mr. Chandra Adhisurya	Mr. Lee Chee Kong
Awana Citra Sdn Bhd									✓							✓				
Borneo Springs Sdn Bhd	✓												✓							
CCL Food & Beverage Sdn Bhd		✓							✓		✓ (iii)									✓ (iv)
Cocoaland Holdings Berhad		✓							✓		✓ (iii)									✓ (iv)
Dagang Sejahtera Sdn Bhd									✓								✓	✓		
Edaran Nona Sdn Bhd (formerly known as Lee Shun Hing Sauce Industries Sdn Bhd)									✓							✓				
Elsinburg Holdings Sdn Bhd	✓												✓							
F&N AgriValley Sdn Bhd									✓				✓					✓		
F&N Beverages Manufacturing Sdn Bhd	✓		✓										✓							
F&N Beverages Marketing Sdn Bhd	✓	✓											✓							
F&N Capital Sdn Bhd	✓												✓							
F&N Dairies Distribution (Singapore) Pte Ltd	✓					✓							✓							
F&N Dairies (Malaysia) Sdn Bhd	✓	✓											✓							
F&N Dairies Manufacturing Sdn Bhd	✓									✓			✓							
F&N Dairies (Thailand) Limited	✓							✓					✓							
F&N Foods (Cambodia) Co., Ltd.	✓ (xii)	✓ (viii)						✓ (xii)												
F&N International Market Sdn Bhd	✓ (vii)		✓ (vii)	✓ (vii)																
F&N Marketing (B) Sdn Bhd	✓														✓					
F&N Properties Sdn Bhd	✓											✓								
Fraser & Neave (Malaya) Sdn Bhd	✓ (vi)		✓						✓ (v)			✓	✓							
Fraser and Neave MENA DWK-LLC	✓	✓ (xi)			✓ (x)		✓													
Greenclipper Corporation Sdn Bhd	✓												✓							
Ladang Permai Damai Sdn Bhd									✓									✓		

DIRECTORS’ REPORT

for the financial year ended 30 September 2024

DIRECTORS OF THE COMPANY (CONTINUED)

The Directors who held office in the subsidiaries of the Company during the financial year until the date of this report are:

Subsidiaries	M r. Lim Yew Hoe	Mr. Tiong Yean Yau	Mr. Hui Choon Kit	Mr. Kosit Suksingha	Mr. Ng Boon Leong	Mr. Ng Eng Cheang	Mr. Lai Ming Kong	Mr. Suchit Riewcharoon	Dato' Raffiq bin Md Ariff	Dr. Yap Peng Kang	Ms. Foo Chooi Kian	Mr. Lau Cheng Yew	Mr. Ooi Alk Tuan	Mr. Goh Teong Hoe	Ms. Aisha Alkaiff	Mr. Zainal Abidin bin Musa @ Hussain	Y.A.M. Dato' Seri DiRaja Syed Razlan ibni Almarhum Tuanku Syed Putra Jamalullail	Ms. Lee Lay Yean	Mr. Chandra Adhisurya	Mr. Lee Chee Kong
Lettricia Corporation Sdn Bhd	✓													✓						
乐一百贸易(深圳)有限公司 (Lot 100 Food Co. Ltd.)		✓							✓ (i)											✓ (ii)
Nuvak Company Sdn Bhd	✓												✓							
Premier Milk (Malaya) Sdn Berhad	✓	✓											✓							
PT Cocoaand Indonesia		✓							✓		✓ (iii)								✓ (ix)	✓ (iv)
Sri Nona Food Industries Sdn Bhd									✓							✓				
Sri Nona Food Manufacturing Sdn Bhd		✓							✓		✓ (iii)									✓ (iv)
Sri Nona Foods Sdn Bhd		✓							✓		✓ (iii)									✓ (iv)
Sri Nona Industries Sdn Bhd									✓							✓				
Tropical League Sdn Bhd	✓											✓								
Usahaniaga Abadi Sdn Bhd									✓									✓		
Utas Mutiara Sdn Bhd	✓												✓							

- (i) Appointed on 8 December 2023
- (ii) Resigned on 8 December 2023
- (iii) Appointed on 31 January 2024
- (iv) Resigned on 31 January 2024
- (v) Appointed on 5 February 2024
- (vi) Resigned on 5 February 2024
- (vii) Appointed on 6 February 2024
- (viii) Appointed on 14 February 2024
- (ix) Appointed on 1 March 2024
- (x) Appointed on 25 March 2024
- (xi) Resigned on 25 March 2024
- (xii) Appointed on 26 March 2024

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 is deemed incorporated herein by such reference to the financial statements of the respective subsidiaries and made a part hereof.

DIRECTORS’ REPORT

for the financial year ended 30 September 2024

DIRECTORS’ INTERESTS IN SHARES

The interests and deemed interests in shares and share grants of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year end as recorded in the Register of Directors’ Shareholdings are as follows:

Companies in which Directors held interest	Number of ordinary shares			
	At 1.10.2023/ 20.9.2024 ^(b)	Acquired	Disposed	At 30.9.2024
Fraser & Neave Holdings Bhd (“F&NHB”)				
Y.A.M. Tengku Syarif Bendahara Perlis Syed Badarudin Jamalullail ibni Almarhum Tuanku Syed Putra Jamalullail				
- direct interest	2,062,000	-	-	2,062,000
Puan Faridah binti Abdul Kadir				
- direct interest	4,000	-	-	4,000
F&NL				
Mr. Hui Choon Kit				
- direct interest	784,599	77,732	-	862,331
Thai Beverage Public Company Limited (“ThaiBev”)				
Mr. Hui Choon Kit				
- direct interest	200,000	-	-	200,000
Mr. Kosit Suksingha				
- direct interest	391,545	-	-	391,545
Mr. Michael Chye Hin Fah				
- direct interest	280,220	-	-	280,220
Mrs. Tongjai Thanachanan				
- direct interest	79,400	-	-	79,400

DIRECTORS’ REPORT

for the financial year ended 30 September 2024

DIRECTORS’ INTERESTS IN SHARES (CONTINUED)

Companies in which Directors held interest	Number of share grants				
	At 1.10.2023/ 20.9.2024 ^(b)	Awarded	Achievement factor	Vested	At 30.9.2024
F&NL ^(a)					
Mr. Hui Choon Kit					
- F&NL Restricted Share Plan (“RSP”) 2019 - Year 2	25,366	-	-	(25,366)	-
- F&NL RSP 2019 - Year 3	39,267	-	-	(19,633)	19,634
- F&NL RSP 2019 - Year 4	97,500	-	700	(32,733)	65,467
- F&NL RSP 2019 - Year 5	-	98,500	-	-	98,500
ThaiBev					
Mr. Kosit Suksingha					
- ThaiBev Long Term Incentive Plan (“LTIP”) ^(c)	84,608	-	-	-	84,608
Mr. Michael Chye Hin Fah					
- ThaiBev LTIP ^(c)	66,492	-	-	-	66,492
Mrs. Tongjai Thanachanan					
- ThaiBev LTIP ^(c)	77,292	-	-	-	77,292

(a) Under the F&NL RSP 2019, F&NL grants a base number of conditional share-based awards (the “F&NL Base Awards”) to eligible participants annually. The F&NL Base Awards represent the right to receive fully paid ordinary shares of F&NL, their equivalent cash value or combinations thereof, free of charge, provided that certain prescribed performance conditions are met over the relevant performance periods. The performance period for the F&NL RSP 2019 is one year.

Depending on the level of achievement of the pre-determined targets over the performance period for the F&NL RSP 2019, an achievement factor will be applied to the relevant F&NL Base Awards to determine the final number of shares to be awarded at the end of the respective performance periods. The achievement factor ranges from 0% to 150% for the F&NL RSP 2019. Accordingly, the actual number of shares to be awarded pursuant to the F&NL RSP 2019 will range from 0% to 150% of the F&NL Base Awards (the “F&NL Final Awards”).

In respect of the F&NL RSP 2019, the F&NL Final Awards will be vested in equal instalments over three years after the end of the one-year performance period.

(b) The date on which ThaiBev completed its restructuring and F&NL became an indirect subsidiary of ThaiBev.

DIRECTORS’ REPORT

for the financial year ended 30 September 2024

DIRECTORS’ INTERESTS IN SHARES (CONTINUED)

(c) This comprises ThaiBev shares to be issued pursuant to awards under the LTIP.

None of the other Directors holding office at 30 September 2024 had any interest in shares and share grants of the Company and of its related corporations during the financial year.

DIRECTORS’ BENEFITS

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

The Directors’ benefits paid to or receivable by Directors in respect of the financial year ended 30 September 2024 are as follows:

	From the Company RM’000
Directors of the Company:	
Fees	1,646
Estimated monetary value of benefits-in-kind	42
	1,688

There were no arrangements during and at the end of the financial year which had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate apart from the share grants granted pursuant to the immediate holding company’s RSP.

ISSUE OF SHARES AND DEBENTURES

There were no changes in the issued and paid-up capital of the Company during the financial year. There were no debentures issued during the financial year.

F&NHB SHARE GRANT PLANS

The Company has in place share-based remuneration incentive plans, details of which are as follows:

- i) The F&NHB Share Grant Plan 2012 (“F&NHB SGP 2012”) established and implemented on 15 March 2012, comprises the F&NHB Restricted Share Plan (“F&NHB RSP 2012”) and Performance Share Plan (“F&NHB PSP”). F&NHB SGP 2012 expired on 14 March 2022 (“the Expiry Date”).

There were no grants made under the F&NHB PSP since F&NHB SGP 2012 was established.

- ii) The F&NHB Share Grant Plan 2021 (“F&NHB SGP 2021”) was approved by shareholders of the Company at the Extraordinary General Meeting held on 19 January 2021 and was implemented on 11 February 2021. The F&NHB SGP 2021 is valid for 10 years from 11 February 2021 to 10 February 2031.

F&NHB SHARE GRANT PLANS (CONTINUED)

Details of the shares awarded under the F&NHB SGP 2012 and F&NHB SGP 2021 are as follows:

	Number of share grants					Vesting period
	At 1.10.2023/ grant date	Achievement factor	Vested	Lapsed *	At 30.9.2024	
<u>F&NHB SGP 2012</u>						
F&NHB RSP Year 9 (23.12.2019)	41,400	-	(40,850)	(550)	-	31.12.2021 – 31.12.2023
<u>F&NHB SGP 2021</u>						
F&NHB RSP Year 10 (15.02.2021)	134,400	-	(66,400)	(2,825)	65,175	31.12.2022 – 31.12.2024
F&NHB RSP Year 11 (16.02.2022)	326,960	-	(158,268)	(8,824)	159,868	31.12.2022 – 31.12.2024
F&NHB RSP Year 12 (31.03.2023)	468,200	24,069	(164,505)	-	327,764	31.12.2023 – 31.12.2025
F&NHB RSP Year 13 (16.04.2024)	451,900	-	-	(1,600)	450,300	31.12.2024 – 31.12.2026
	1,422,860	24,069	(430,023)	(13,799)	1,003,107	

* Share grants lapsed upon cessation of employment.

The main features of the Company’s SGP 2012 and SGP 2021 are disclosed in Note 16(c) to the financial statements.

The Directors do not participate in the F&NHB share grant plans.

INDEMNITY AND INSURANCE COSTS

The Directors and Officers of the Group were covered by Directors’ and Officers’ liability insurance for any liability incurred in discharging their duties in their respective capacity, subject to the terms of the insurance policy. The premium paid in respect of the Directors’ and Officers’ liability insurance for the Directors and Officers of the Group amounted to RM21,873. The policy has an indemnity coverage of RM20,000,000.

There were no indemnity insurance and insurance costs effected for auditors of the Group during the financial year.

DIRECTORS’ REPORT

for the financial year ended 30 September 2024

QUALIFICATION OF SUBSIDIARIES’ FINANCIAL STATEMENTS

The auditors’ reports on the audited financial statements of the Company’s subsidiaries did not contain any qualification or any adverse comments.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) all known bad debts have been written off and adequate provision made for doubtful debts; and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected to realise.

At the date of this report, the Directors are not aware of any circumstances:

- i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent; or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- iv) not otherwise dealt with in this report or the financial statements that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person; or
- ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 30 September 2024 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

SIGNIFICANT EVENT

Significant event is disclosed in Note 35 to the financial statements.

SUBSEQUENT EVENTS

Subsequent events are disclosed in Note 34 to the financial statements.

AUDITORS

The auditors, KPMG PLT have indicated their willingness to accept re-appointment.

The auditors’ remuneration of the Group and of the Company during the year are RM1,094,000 and RM228,000 respectively.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

.....
Y.A.M. Tengku Syarif Bendahara Perlis
Syed Badarudin Jamalullail ibni
Almarhum Tuanku Syed Putra Jamalullail
Director

.....
Mr. Hui Choon Kit
Director

Date: 18 November 2024

DIRECTORS’ REPORT

for the financial year ended 30 September 2024

STATEMENTS OF FINANCIAL POSITION

as at 30 September 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
ASSETS					
Property, plant and equipment	3	1,727,688	1,592,064	-	-
Right-of-use assets	4	367,132	359,766	-	-
Investment properties	5	63,000	63,000	-	-
Properties held for development	6	52,965	54,933	-	-
Intangible assets	7	430,313	433,366	-	-
Investments in subsidiaries	8	-	-	2,076,480	1,749,370
Investment in an associate	9	-	-	-	-
Investment in a joint venture	10	86,512	87,711	166,614	166,614
Deferred tax assets	11	13,871	11,670	-	-
Total non-current assets		2,741,481	2,602,510	2,243,094	1,915,984
Trade and other receivables	12	852,855	713,342	9,510	5,427
Inventories	13	744,960	764,182	-	-
Derivative financial assets	14	311	49	305	-
Cash and cash equivalents	15	1,134,870	1,031,534	268,822	22,241
Total current assets		2,732,996	2,509,107	278,637	27,668
Total assets		5,474,477	5,111,617	2,521,731	1,943,652

STATEMENTS OF FINANCIAL POSITION

as at 30 September 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
EQUITY					
Share capital		816,770	816,770	816,770	816,770
Shares held by SGP Trust		(16,666)	(10,890)	(16,666)	(10,890)
Reserves		2,775,905	2,537,320	1,719,632	1,044,758
Equity attributable to owners of the Company		3,576,009	3,343,200	2,519,736	1,850,638
Non-controlling interests		10,841	8,401	-	-
Total equity		3,586,850	3,351,601	2,519,736	1,850,638
LIABILITIES					
Loans and borrowings	17	592,000	706,000	-	-
Lease liabilities		46,977	49,498	-	-
Employee benefits	18	35,511	35,471	-	-
Deferred tax liabilities	11	103,448	118,480	-	-
Total non-current liabilities		777,936	909,449	-	-
Trade and other payables	19	825,904	724,761	1,651	93,014
Contract liabilities	20	108,277	85,267	-	-
Loans and borrowings	17	114,000	4,000	-	-
Lease liabilities		7,971	8,378	-	-
Current tax liabilities		51,368	28,137	344	-
Derivative financial liabilities	14	2,171	24	-	-
Total current liabilities		1,109,691	850,567	1,995	93,014
Total liabilities		1,887,627	1,760,016	1,995	93,014
Total equity and liabilities		5,474,477	5,111,617	2,521,731	1,943,652

The notes on pages 181 to 269 are an integral part of these financial statements.

STATEMENTS OF PROFIT OR LOSS

for the financial year ended 30 September 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Revenue	21	5,245,628	5,001,351	1,009,984	369,356
Cost of sales		(3,594,662)	(3,566,591)	-	-
Gross profit		1,650,966	1,434,760	1,009,984	369,356
Other income		45,205	115,045	305	1,355
Distribution expenses		(375,358)	(352,939)	-	-
Marketing expenses		(363,249)	(313,139)	-	-
Administrative expenses		(195,179)	(192,637)	(6,046)	(9,778)
Net loss on impairment of financial instruments	30	(1,688)	(1,433)	-	-
Other expenses		(51,189)	(46,715)	(5,947)	-
Results from operating activities		709,508	642,942	998,296	360,933
Finance income	22	25,049	13,638	4,142	1,967
Finance costs	23	(36,319)	(35,670)	(1,678)	(8,427)
Net finance (costs)/income		(11,270)	(22,032)	2,464	(6,460)
Share of profit of equity-accounted associate, net of tax	9	-	3,913	-	-
Share of loss of equity-accounted joint venture, net of tax	10	(1,199)	(151)	-	-
Profit before tax		697,039	624,672	1,000,760	354,473
Tax expense	24	(152,731)	(82,644)	(33,959)	(494)
Profit for the year	25	544,308	542,028	966,801	353,979
Profit for the year attributable to:					
Owners of the Company		542,766	536,899	966,801	353,979
Non-controlling interests		1,542	5,129	-	-
		544,308	542,028	966,801	353,979
Basic earnings per ordinary share (sen)	27(a)	148.2	146.5		
Diluted earnings per ordinary share (sen)	27(b)	147.8	146.1		

The notes on pages 181 to 269 are an integral part of these financial statements.

STATEMENTS OF OTHER COMPREHENSIVE INCOME

for the financial year ended 30 September 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Profit for the year		544,308	542,028	966,801	353,979
Other comprehensive (expense)/income, net of tax					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of defined benefit liability		(231)	992	-	-
Revaluation of property, plant and equipment upon transfer of properties to investment properties		-	2,282	-	-
Tax effect relating to the components of other comprehensive (expense)/income		49	(245)	-	-
	26	(182)	3,029	-	-
Items that are or may be reclassified subsequently to profit or loss					
Foreign currency translation differences for foreign operations	26	(12,072)	41,937	-	-
Other comprehensive (expense)/income for the year, net of tax	26	(12,254)	44,966	-	-
Total comprehensive income for the year		532,054	586,994	966,801	353,979
Total comprehensive income attributable to:					
Owners of the Company		530,512	581,865	966,801	353,979
Non-controlling interests		1,542	5,129	-	-
		532,054	586,994	966,801	353,979

The notes on pages 181 to 269 are an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the financial year ended 30 September 2024

		Attributable to owners of the Company										
		Non-distributable						Distributable				
		Share capital (Note 16(a)) RM'000	Shares held by SGP Trust (Note 16(b)) RM'000	Loss on purchase of shares for SGP (Note 16(d)) RM'000	Translation reserve (Note 16(e)) RM'000	Share-based payment reserve (Note 16(f)) RM'000	Legal reserve (Note 16(e)) RM'000	Revaluation reserve (Note 16(f)) RM'000	Retained earnings RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
Group	Note											
At 1 October 2023		816,770	(10,890)	(7,186)	83,502	17,129	9,934	2,282	2,431,659	3,343,200	8,401	3,351,601
Remeasurement of defined benefit liability		-	-	-	-	-	-	-	(182)	(182)	-	(182)
Foreign currency translation differences for foreign operations		-	-	-	(12,072)	-	-	-	-	(12,072)	-	(12,072)
Total other comprehensive expense for the year	26	-	-	-	(12,072)	-	-	-	(182)	(12,254)	-	(12,254)
Profit for the year		-	-	-	-	-	-	-	542,766	542,766	1,542	544,308
Total comprehensive (expense)/income for the year		-	-	-	(12,072)	-	-	-	542,584	530,512	1,542	532,054
Contributions by and distributions to owners of the Company												
- Employee share-based expense		-	-	-	-	12,541	-	-	-	12,541	-	12,541
- Shares vested under SGP		-	11,045	(156)	-	(10,889)	-	-	-	-	-	-
- Purchase of shares by SGP Trust		-	(16,821)	-	-	-	-	-	-	(16,821)	-	(16,821)
- Issue of shares by a subsidiary to a non-controlling interest		-	-	-	-	-	-	-	-	-	1,497	1,497
- Dividends to owners of the Company	28	-	-	-	-	-	-	-	(293,423)	(293,423)	-	(293,423)
- Dividends paid by a subsidiary to a non-controlling interest		-	-	-	-	-	-	-	-	-	(599)	(599)
Total transactions with owners of the Company		-	(5,776)	(156)	-	1,652	-	-	(293,423)	(297,703)	898	(296,805)
At 30 September 2024		816,770	(16,666)	(7,342)	71,430	18,781	9,934	2,282	2,680,820	3,576,009	10,841	3,586,850

STATEMENTS OF CHANGES IN EQUITY

for the financial year ended 30 September 2024

Attributable to owners of the Company											
Non-distributable								Distributable			
	Share capital (Note 16(a)) RM'000	Shares held by SGP Trust (Note 16(b)) RM'000	Loss on purchase of shares for SGP (Note 16(d)) RM'000	Translation reserve (Note 16(e)) RM'000	Share-based payment reserve (Note 16(f)) RM'000	Legal reserve (Note 16(e)) RM'000	Revaluation reserve (Note 16(f)) RM'000	Retained earnings RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
Note											
Group											
At 1 October 2022	816,770	(6,387)	(8,978)	41,565	15,539	9,934	-	2,114,080	2,982,523	1,866	2,984,389
Remeasurement of defined benefit liability	-	-	-	-	-	-	-	747	747	-	747
Revaluation of property, plant and equipment upon transfer of properties to investment properties	-	-	-	-	-	-	2,282	-	2,282	-	2,282
Foreign currency translation differences for foreign operations	-	-	-	41,937	-	-	-	-	41,937	-	41,937
Total other comprehensive income for the year	26	-	-	41,937	-	-	2,282	747	44,966	-	44,966
Profit for the year		-	-	-	-	-	-	536,899	536,899	5,129	542,028
Total comprehensive income for the year		-	-	41,937	-	-	2,282	537,646	581,865	5,129	586,994
Contributions by and distributions to owners of the Company											
- Employee share-based expense		-	-	-	-	11,899	-	-	11,899	-	11,899
- Acquisition of subsidiaries	8	-	-	-	-	-	-	-	-	1,406	1,406
- Shares vested under SGP		-	8,517	1,792	-	(10,309)	-	-	-	-	-
- Purchase of shares by SGP Trust		-	(13,020)	-	-	-	-	-	(13,020)	-	(13,020)
- Dividends to owners of the Company	28	-	-	-	-	-	-	(220,067)	(220,067)	-	(220,067)
Total transactions with owners of the Company		-	(4,503)	1,792	-	1,590	-	(220,067)	(221,188)	1,406	(219,782)
At 30 September 2023	816,770	(10,890)	(7,186)	83,502	17,129	9,934	2,282	2,431,659	3,343,200	8,401	3,351,601

STATEMENTS OF CHANGES IN EQUITY
for the financial year ended 30 September 2024

Attributable to owners of the Company						
Non-distributable					Distributable	
Note	Share capital (Note 16(a)) RM'000	Shares held by SGP Trust (Note 16(b)) RM'000	Loss on purchase of shares for SGP (Note 16(d)) RM'000	Share-based payment reserve RM'000	Retained earnings RM'000	Total RM'000
Company						
At 1 October 2023	816,770	(10,890)	(7,186)	17,129	1,034,815	1,850,638
Profit and total comprehensive income for the year	-	-	-	-	966,801	966,801
Contributions by and distributions to owners of the Company						
- Employee share-based expense	-	-	-	12,541	-	12,541
- Shares vested under SGP	-	11,045	(156)	(10,889)	-	-
- Purchase of shares by SGP Trust	-	(16,821)	-	-	-	(16,821)
- Dividends to owners of the Company	28	-	-	-	(293,423)	(293,423)
Total transactions with owners of the Company	-	(5,776)	(156)	1,652	(293,423)	(297,703)
At 30 September 2024	816,770	(16,666)	(7,342)	18,781	1,708,193	2,519,736
At 1 October 2022	816,770	(6,387)	(8,978)	15,539	900,903	1,717,847
Profit and total comprehensive income for the year	-	-	-	-	353,979	353,979
Contributions by and distributions to owners of the Company						
- Employee share-based expense	-	-	-	11,899	-	11,899
- Shares vested under SGP	-	8,517	1,792	(10,309)	-	-
- Purchase of shares by SGP Trust	-	(13,020)	-	-	-	(13,020)
- Dividends to owners of the Company	28	-	-	-	(220,067)	(220,067)
Total transactions with owners of the Company	-	(4,503)	1,792	1,590	(220,067)	(221,188)
At 30 September 2023	816,770	(10,890)	(7,186)	17,129	1,034,815	1,850,638

The notes on pages 181 to 269 are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS
for the financial year ended 30 September 2024

Note	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Cash flows from operating activities				
Profit before tax	697,039	624,672	1,000,760	354,473
Adjustments for:				
Amortisation of intangible assets	7	7,475	6,613	-
Bad debts recovered	25	(80)	(58)	-
Change in fair value of investment properties	5	-	7,080	-
Depreciation of property, plant and equipment	3	120,201	116,794	-
Depreciation of right-of-use assets	4	17,009	22,894	-
Dividend income	21	-	-	(1,009,984)
Employee benefits expense	18	3,673	3,824	-
Finance income	22	(25,049)	(13,638)	(4,142)
Finance costs	23	36,319	35,670	1,678
Gain on lease termination/modification		(12)	(62)	-
Impairment loss:				
- Investments in subsidiaries	8	-	-	1,404
- Plant and equipment	3	1,604	36,725	-
Intangible assets written off		5	98	-
Net gain on disposal of plant and equipment	25	(196)	(560)	-
Plant and equipment written off	25	4,409	1,095	-
Property development costs written off	6	1,968	-	-
Remeasurement gain of previously held equity interest in an associate	8	-	(89,256)	-
Reversal of impairment loss:				
- Intangible assets	7	-	(294)	-
- Plant and equipment	3	(7,972)	(3,042)	-
Employee share-based expense	25	13,082	12,037	-
Share of profit of equity-accounted associate, net of tax	9	-	(3,913)	-
Share of loss of equity-accounted joint venture, net of tax	10	1,199	151	-
Operating profit/(loss) before changes in working capital		870,674	756,830	(10,284)

STATEMENTS OF CASH FLOWS
for the financial year ended 30 September 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Cash flows from operating activities (continued)					
Changes in inventories		19,222	179,460	-	-
Changes in contract liabilities		22,925	19,317	-	-
Changes in trade and other payables		107,219	(5,495)	(93,041)	83,040
Changes in trade and other receivables		(138,429)	196,036	7,840	264,443
Cash generated from/(used in) operations		881,611	1,146,148	(95,485)	344,204
Employee benefits paid	18	(3,732)	(3,612)	-	-
Tax paid		(147,637)	(92,447)	(33,302)	(1,069)
Tax refunded		2,485	2,916	-	-
Net cash from/(used in) operating activities		732,727	1,053,005	(128,787)	343,135
Cash flows from investing activities					
Acquisition of intangible assets	7	(2,312)	(2,849)	-	-
Acquisition of right-of-use assets	4	(18,293)	-	-	-
Acquisition of property, plant and equipment	3	(257,675)	(105,549)	-	-
Acquisition of subsidiaries, net of cash and cash equivalents acquired	8	-	(597,951)	-	-
Dividends received		-	-	1,009,984	369,356
Interest received		23,928	12,658	4,142	1,967
Investment in a joint venture	10	-	(500)	-	(500)
Investments in subsidiaries	8	-	-	(328,514)	(492,000)
Proceeds from disposal of plant and equipment		662	1,295	-	-
Net cash (used in)/from investing activities		(253,690)	(692,896)	685,612	(121,177)

STATEMENTS OF CASH FLOWS
for the financial year ended 30 September 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Cash flows from financing activities					
Dividends paid to owners of the Company	28	(293,423)	(220,067)	(293,423)	(220,067)
Dividends paid by a subsidiary to non-controlling interests		(599)	-	-	-
Drawdown of loans and borrowings		-	500,000	-	-
Interest paid		(40,979)	(25,296)	-	-
Payment of lease liabilities		(11,136)	(16,216)	-	-
Proceeds from issue of shares by a subsidiary to a non-controlling interest		1,497	-	-	-
Purchase of shares by SGP Trust	16(b)	(16,821)	(13,020)	(16,821)	(13,020)
Repayment of loans and borrowings		(4,000)	(38,630)	-	-
Net cash (used in)/from financing activities		(365,461)	186,771	(310,244)	(233,087)
Net increase/(decrease) in cash and cash equivalents		113,576	546,880	246,581	(11,129)
Effects of exchange rate fluctuations on cash and cash equivalents		(10,240)	22,767	-	-
Cash and cash equivalents at 1 October 2023/2022		1,031,534	461,887	22,241	33,370
Cash and cash equivalents at 30 September	15	1,134,870	1,031,534	268,822	22,241

STATEMENTS OF CASH FLOWS
for the financial year ended 30 September 2024

Cash outflows for leases as a lessee

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Included in net cash from operating activities					
Payment relating to short-term leases	25	268	1,247	-	-
Payment relating to leases of low-value assets	25	1,919	1,663	-	-
Payment relating to variable lease payments not included in the measurement of lease liabilities	25	13,844	11,467	-	-
Included in net cash from financing activities					
Payment of lease liabilities		11,136	16,216	-	-
Interest paid in relation to lease liabilities	23	3,425	3,643	-	-
Total cash outflows for leases		30,592	34,236	-	-

Reconciliation of movements of liabilities to cash flows arising from financing activities

	At 1 October 2022 RM'000	Net changes from financing cash flows RM'000	Acquisition of new lease RM'000	Acquisition through business combinations RM'000	Foreign exchange movement RM'000	* Other changes RM'000	At 30 September 2023/1 October 2023 RM'000	Net changes from financing cash flows RM'000	Acquisition of new lease RM'000	Foreign exchange movement RM'000	* Other changes RM'000	At 30 September 2024 RM'000
Group												
Lease liabilities	63,291	(16,216)	8,415	622	2,483	(719)	57,876	(11,136)	8,677	(288)	(181)	54,948
Islamic Medium												
Term Notes	110,000	500,000	-	-	-	-	610,000	-	-	-	-	610,000
Term loans	136,833	(38,630)	-	-	1,797	-	100,000	(4,000)	-	-	-	96,000
	310,124	445,154	8,415	622	4,280	(719)	767,876	(15,136)	8,677	(288)	(181)	760,948

* Comprise termination/derecognition of leases.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2024

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The address of the principal place of business and registered office of the Company is as follows:

No. 1, Jalan Bukit Belimbing 26/38
Persiaran Kuala Selangor,
Seksyen 26 40400 Shah Alam
Selangor Darul Ehsan

The consolidated financial statements of the Company as at and for the financial year ended 30 September 2024 comprise the Company and its subsidiaries (together referred to as the “Group” and individually referred to as “Group entities”) and the Group’s interest in a joint venture.

The Company is principally engaged in investment holding activities while the other Group entities are primarily engaged in the manufacture and sale of beverages, dairy and food products, all kinds of processed and preserved foods and fruits, dairy farming and agriculture, property development activities and the provision of management services. There has been no other significant change in the nature of these principal activities during the financial year. Information on the Group’s structure is provided in Notes 8 and 10. Information on other related party relationships of the Group is provided in Note 33.

The immediate holding company is Fraser and Neave, Limited (“F&NL”), which is incorporated in the Republic of Singapore and is listed on the Singapore Exchange Securities Trading Limited (“SGX”). TCC Assets Limited, a corporation incorporated in the British Virgin Islands was regarded by the Directors as the Company’s ultimate holding company until 19 September 2024. Pursuant to the completion of an internal restructuring between TCC Assets Limited and Interbev Investment Limited, Siriwana Co., Ltd. (“Siriwana”), a corporation incorporated in Thailand, is regarded by the Directors as the Company’s ultimate holding company on 20 September 2024 until the date of this report.

These financial statements were authorised for issue by the Board of Directors on 18 November 2024.

1. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements of the Group and the Company have been prepared in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board (“MFRS Accounting Standards”), IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) and the requirements of the Companies Act 2016 in Malaysia.

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION (CONTINUED)

(a) Statement of compliance (continued)

The following are accounting standards, interpretations and amendments of the MFRS Accounting Standards that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group and the Company:

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2024

- Amendments to MFRS 16, *Leases – Lease Liability in a Sale and Leaseback*
- Amendments to MFRS 101, *Presentation of Financial Statements – Non-current Liabilities with Covenants and Classification of Liabilities as Current or Non-current*
- Amendments to MFRS 107, *Statement of Cash Flows* and MFRS 7, *Financial Instruments: Disclosures – Supplier Finance Arrangements*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2025

- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2026

- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments*
- Amendments that are part of Annual Improvements - Volume 11:
 - Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards*
 - Amendments to MFRS 7, *Financial Instruments: Disclosures*
 - Amendments to MFRS 9, *Financial Instruments*
 - Amendments to MFRS 10, *Consolidated Financial Statements*
 - Amendments to MFRS 107, *Statement of Cash Flows*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2027

- MFRS 18, *Presentation and Disclosure in Financial Statements*
- MFRS 19, *Subsidiaries without Public Accountability: Disclosures*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed

- Amendments to MFRS 10, *Consolidated Financial Statements* and MFRS 128, *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

1. BASIS OF PREPARATION (CONTINUED)

(a) Statement of compliance (continued)

The Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments:

- from the annual period beginning on 1 October 2024 for the amendments that are effective for annual periods beginning on or after 1 January 2024.
- from the annual period beginning on 1 October 2025 for the amendments that are effective for annual periods beginning on or after 1 January 2025.
- from the annual period beginning on 1 October 2026 for the amendments that are effective for annual periods beginning on or after 1 January 2026.
- from the annual period beginning on 1 October 2027 for the accounting standards that are effective for annual periods beginning on or after 1 January 2027.

The initial application of the abovementioned accounting standards, amendments and interpretations are not expected to have any material financial impact to the current period and prior period financial statements of the Group and of the Company.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items, which are measured based on the measurement bases stated below:

Items	Measurement bases
Derivative financial instruments	Fair value
Investment properties	Fair value
Net defined benefit liability	Present value of the defined benefit obligation

(c) Functional and presentation currencies

These financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional currency. All financial information is presented in RM and has been rounded to the nearest thousand, unless otherwise stated.

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION (CONTINUED)

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than those disclosed in the following notes:

- Note 5 - valuation of investment properties

The Group estimates the fair value of its investment properties using market comparison method. The fair value of investment properties is determined by independent professional valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The independent professional valuers provide the fair value of the Group's investment properties portfolio annually. The principal assumptions underlying these valuations are further explained in Note 5.

- Note 7 - measurement of the recoverable amounts of cash-generating units

The Group performs annual impairment assessment on goodwill. The impairment is measured by comparing the carrying amount of an asset with its recoverable amount. The recoverable amount is measured at the higher of the fair value less costs of disposal for that asset and its value in use. Determining the value in use of an assets requires an estimation of the future cash flows expected to arise from the cash generating unit to which goodwill has been allocated to and a suitable discount rate. Details of the impairment assessment are provided in Note 7.

- Note 12 - allowance for impairment loss of receivables

Allowance for impairment loss of receivables is made by an allowance matrix to measure expected credit losses ("ECLs") of trade receivables. A considerable amount of judgement is required in assessing the loss rates, which are based on actual credit loss experience. The Group also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables. If the financial conditions of the customers with which the Group deals were to deteriorate, resulting in an impairment of their ability to make payments, additional allowance may be required.

- Note 13 - allowance for slow-moving inventories and write-down of inventories to net realisable value

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories.

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION (CONTINUED)

(d) Use of estimates and judgements (continued)

- Note 16(c) - share-based payments

The fair value of equity settled contingent award of shares are determined using the Black Scholes Valuation Model, which involves projection of future outcomes using statistical distributions of key variables including share price and volatility of returns. The inputs to the model used are disclosed in Note 16(c).

- Note 20 - contract liabilities and Note 21 – revenue recognition

The Group provides incentives to certain customers based on the achievement of the performance criteria stated in the signed incentive guide. Incentives are credited to the customers' account and available for purchase of products. Trade incentives give rise to variable consideration. To estimate the variable consideration for the expected future incentives, the Group applies the maximum achievement criteria of set targets. The sales thresholds contained in the signed incentive guide primarily drive the selected method that best predicts the amount of variable consideration. The Group then applies the requirements on constraining estimates of variable consideration and recognises a liability for the expected future incentives.

2. CHANGES IN MATERIAL ACCOUNTING POLICIES

2.1 Global minimum top-up tax

The Group has adopted the amendments to MFRS 112, *Income Taxes – International Tax Reform – Pillar Two Model Rules* upon their release on 2 June 2023. The amendments provide a temporary mandatory relief from deferred tax accounting for the top-up tax which is applied retrospectively. The Group does not anticipate any material top-up tax charges as the effective tax rate for majority of tax jurisdictions in which the Group entities operate is above 15%.

2.2 Material accounting policy information

The Group also adopted amendments to MFRS 101, *Presentation of Financial Statements* and MFRS Practice Statement 2 – *Disclosures of Accounting Policies* from 1 October 2023. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

Although the amendments did not result in any changes to the Group's accounting policies, it impacted the accounting policy information disclosed in the financial statements. The material accounting policy information is disclosed in the respective notes to the financial statements where relevant.

NOTES TO THE FINANCIAL STATEMENTS

3. PROPERTY, PLANT AND EQUIPMENT

	Note	Freehold land RM'000	Buildings RM'000	Plant and machinery RM'000	Assets under construction RM'000	* Others RM'000	Total RM'000
Group							
Cost							
At 1 October 2022		93,260	684,142	1,423,798	187,594	275,649	2,664,443
Additions		-	131	9,274	88,022	8,122	105,549
Acquisition through business combination	8	66,000	26,912	6,263	41,223	2,364	142,762
Transfer from right-of-use assets	4	-	28,900	-	-	-	28,900
Transfer to investment properties	5	-	(17,504)	-	-	-	(17,504)
Transfer to intangible assets	7	-	-	-	(945)	-	(945)
Revaluation	16(f)	-	2,282	-	-	-	2,282
Disposals		-	(15)	(3,145)	-	(19,142)	(22,302)
Written off		-	-	(143)	(236)	(11,922)	(12,301)
Reclassifications		-	37,925	179,072	(236,126)	19,129	-
Effect of movements in exchange rates		1,015	9,058	18,027	6,012	2,379	36,491
At 30 September 2023/1 October 2023		160,275	771,831	1,633,146	85,544	276,579	2,927,375
Additions		-	38	2,412	248,873	6,352	257,675
Transfer to intangible assets	7	-	-	-	(1,955)	(160)	(2,115)
Disposals		-	-	(18,189)	-	(14,160)	(32,349)
Written off		-	(45)	(12,951)	(7)	(1,923)	(14,926)
Reclassifications		1,318	2,167	42,039	(62,177)	16,653	-
Effect of movements in exchange rates		(99)	(1,014)	(2,215)	(14)	(346)	(3,688)
At 30 September 2024		161,494	772,977	1,644,242	270,264	282,995	3,131,972

NOTES TO THE FINANCIAL STATEMENTS

3. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Note	Freehold land RM'000	Buildings RM'000	Plant and machinery RM'000	Assets under construction RM'000	* Others RM'000	Total RM'000
Group							
Accumulated depreciation							
At 1 October 2022		-	(166,145)	(809,375)	-	(226,354)	(1,201,874)
Depreciation for the year	25	-	(18,010)	(85,629)	-	(13,155)	(116,794)
Transfer from right-of-use assets	4	-	(878)	-	-	-	(878)
Transfer to investment properties	5	-	4,993	-	-	-	4,993
Disposals		-	10	3,082	-	18,475	21,567
Written off		-	-	124	-	11,082	11,206
Reclassification		-	591	941	-	(1,532)	-
Effect of movements in exchange rates		-	(2,435)	(11,603)	-	(1,542)	(15,580)
At 30 September 2023/1 October 2023		-	(181,874)	(902,460)	-	(213,026)	(1,297,360)
Depreciation for the year	25	-	(18,819)	(87,506)	-	(13,876)	(120,201)
Disposals		-	-	18,188	-	13,695	31,883
Written off		-	21	8,712	-	1,784	10,517
Reclassification		-	-	1,422	-	(1,422)	-
Effect of movements in exchange rates		-	395	1,738	-	306	2,439
At 30 September 2024		-	(200,277)	(959,906)	-	(212,539)	(1,372,722)

NOTES TO THE FINANCIAL STATEMENTS

3. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Note	Freehold land RM'000	Buildings RM'000	Plant and machinery RM'000	Assets under construction RM'000	* Others RM'000	Total RM'000
Group							
Accumulated impairment loss							
At 1 October 2022		-	(1,191)	(2,527)	-	(507)	(4,225)
Impairment loss	25	-	(2,693)	(33,791)	-	(241)	(36,725)
Reversal of impairment loss	25	-	66	2,466	-	510	3,042
Effect of movements in exchange rates		-	(50)	7	-	-	(43)
At 30 September 2023/1 October 2023		-	(3,868)	(33,845)	-	(238)	(37,951)
Impairment loss	25	-	-	(1,395)	-	(209)	(1,604)
Reversal of impairment loss	25	-	221	7,559	-	192	7,972
Effect of movements in exchange rates		-	14	7	-	-	21
At 30 September 2024		-	(3,633)	(27,674)	-	(255)	(31,562)
Carrying amount							
At 1 October 2022		93,260	516,806	611,896	187,594	48,788	1,458,344
At 30 September 2023/1 October 2023		160,275	586,089	696,841	85,544	63,315	1,592,064
At 30 September 2024		161,494	569,067	656,662	270,264	70,201	1,727,688

* Comprise motor vehicles, postmix, coolers, vending machines, furniture, fittings, office equipment and computer equipment.

NOTES TO THE FINANCIAL STATEMENTS

3. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

3.1 Assets under construction

Assets under construction are mainly relating to buildings, plant and machinery.

3.2 Transfer to investment properties

In the previous financial year, a building was transferred to investment properties because it was no longer used by the Group and would be leased to a third party.

Immediately before the transfer, the Group remeasured the property at fair value and recognised a gain of RM2,282,000 in other comprehensive income. The valuation techniques and significant unobservable inputs used in measuring the fair value of the building at the date of transfer were the same as those applied to investment properties at the reporting date (see Note 5).

3.3 Impairment loss

The Group assessed whether there were any indicators of impairment during the financial year. In doing this, management considered the current environment and performance of the cash generating units (“CGUs”). Management considered the continued losses generated in certain plant lines in the current financial year as impairment indicators.

A CGU's recoverable amount is determined as being the higher of the CGU's fair value less costs of disposal and its value in use. Where the value in use model was used, management had made estimates about the future results and key assumptions applied to cash flow projections of the CGUs. These significant assumptions include forecast growth in future revenues and operating profit margins, as well as determining an appropriate pre-tax discount rate and growth rate, which was, amongst others, dependent on forecasted economic conditions.

In the previous financial year, the recoverable amount of certain assets amounting to RM36,521,000 was based on value in use method which was determined by discounting the future cash flows generated from the continuing use of the property, plant and equipment and was based on the following key assumptions:

- (i) The anticipated average annual revenue growth rate of 0% was used in the cash flows projection.
- (ii) Profit margins were projected based on the historical profit margin achieved or predetermined profit margin for the products.
- (iii) A pre-tax discount rate of 13.9% per annum had been applied in determining the recoverable amount of the CGU.

Based on the previous year's assessment, the Group had recognised an impairment loss of property, plant and equipment of RM36,725,000, representing the write-down of mainly plant and machinery to its recoverable amount, in the profit or loss of the previous financial year.

The reversal of the impairment loss in respect of the plant and equipment of RM7,972,000 (2023: RM3,042,000) was made during the financial year as those plant and equipment were repaired and refurbished. The carrying amount of the plant and equipment was increased to its recoverable amount of RM7,972,000 (2023: RM3,042,000).

NOTES TO THE FINANCIAL STATEMENTS

3. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

3.4 Material accounting policy information

(a) Recognition and measurement

Items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

(b) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The estimated useful lives for the current and comparative periods are as follows:

- buildings10 - 60 years
- plant and equipment3 - 15 years
- others *2 - 12 years

* Comprise motor vehicles, postmix, coolers, vending machines, furniture, fittings, office equipment and computer equipment.

4. RIGHT-OF-USE ASSETS

Group	Note	Leasehold land RM'000	Buildings RM'000	Plant and machinery RM'000	* Others RM'000	Total RM'000
At 1 October 2022		62,798	49,227	280	9,828	122,133
Additions		-	6,481	729	1,205	8,415
Acquisition of subsidiaries		248,806	29,520	-	-	278,326
Transfer to property, plant and equipment	3	-	(28,022)	-	-	(28,022)
Depreciation	25	(4,584)	(13,830)	(418)	(4,062)	(22,894)
Derecognition		-	(155)	-	-	(155)
Terminations/Modifications		-	(502)	-	-	(502)
Effect of movement in exchange rates		95	2,269	-	101	2,465
At 30 September 2023/1 October 2023		307,115	44,988	591	7,072	359,766
Additions		18,293	7,918	40	719	26,970
Depreciation	25	(4,852)	(7,619)	(421)	(4,117)	(17,009)
Derecognition		-	(169)	-	-	(169)
Effect of movement in exchange rates		(2,341)	(97)	3	9	(2,426)
At 30 September 2024		318,215	45,021	213	3,683	367,132

* Comprise motor vehicles and forklifts.

Leasehold land relates to the lease of land with lease terms ranging from eighteen to ninety-nine years (2023: eighteen to ninety-nine years) for the Group's factory buildings, office buildings and warehouse.

The Group leases various warehouses, office buildings, plant and machinery, and motor vehicles. Rental contracts are typically made for fixed periods of one to ten years with an option to renew the lease after that date. Lease terms are negotiated on an individual basis with different terms and conditions.

NOTES TO THE FINANCIAL STATEMENTS

4. RIGHT-OF-USE ASSETS (CONTINUED)

4.1 Extension options

Some leases of office buildings contain extension options exercisable by the Group up to three years before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

Group	Lease liabilities recognised (discounted)	
	2024 RM'000	2023 RM'000
Leasehold land	1,801	1,865
Buildings	47,351	46,595
	49,152	48,460

4.2 Material accounting policy information

(a) Recognition and measurement

All right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses.

(b) Lease and non-lease components

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(c) Recognition exemption

The Group excludes variable lease payments that are linked to future performance or usage of the underlying asset from the right-of-use asset and lease liability. Instead, these payments are recognised in profit or loss in the period in which the performance or use occurs.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with the leases as an expense on a straight-line basis over the lease term.

5. INVESTMENT PROPERTIES

	Note	Group	
		2024 RM'000	2023 RM'000
At fair value:			
Leasehold land		9,100	9,100
Buildings		53,900	53,900
		63,000	63,000
At 1 October 2023/2022		63,000	47,569
Acquisition through business combination	8	-	10,000
Transfer from property, plant and equipment	3	-	12,511
Change in fair value recognised in profit or loss	25	-	(7,080)
At 30 September		63,000	63,000

5.1 Nature of leasing activities

Investment properties comprise commercial property, industrial property and car park that are leased to third parties. Each of the lease contains an initial non-cancellable period of two to three years and subsequent renewals are negotiated with the lessee. No contingent rents are charged. The Group does not charge variable lease payments that do not depend on an index or rate.

5.2 Property transferred to investment properties

In the previous financial year, a building had been transferred from property, plant and equipment to investment properties (see Note 3), since it was no longer used by the Group and would be leased to a third party.

NOTES TO THE FINANCIAL STATEMENTS

5. INVESTMENT PROPERTIES (CONTINUED)

5.3 Other income/expenses recognised in profit or loss in relation to investment properties

	Group	
	2024 RM'000	2023 RM'000
Lease income	264	262
Direct operating expenses		
- income generating investment properties	(623)	(705)
- non-income generating investment properties	(1,024)	(788)

5.4 Maturity analysis of operating lease payments

	Group	
	2024 RM'000	2023 RM'000
Less than one year	286	286
One to two years	22	22
Total undiscounted lease payments	308	308

5.5 Fair value information

Fair values of investment properties are categorised as follows:

	Group	
	2024 Level 3 RM'000	2023 Level 3 RM'000
Leasehold land	9,100	9,100
Buildings	53,900	53,900
	63,000	63,000

NOTES TO THE FINANCIAL STATEMENTS

5. INVESTMENT PROPERTIES (CONTINUED)

5.5 Fair value information (continued)

Level 3 fair value

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the significant unobservable inputs used in the valuation models.

Properties	Valuation technique	Significant unobservable inputs	Range and rate	
			2024	2023
Commercial property	Direct comparison approach: The valuation method considers the sales of comparable or substitute properties; adjusted for differences in key attributes such as property size.	Value per square feet (RM)	280 - 420	280 - 420
Industrial property	Comparison method for the land and depreciated replacement cost approach method for the building	Value per square feet (RM)	500 - 731	500 - 731
Car park	Direct comparison approach	Value per car park bay (RM)	25,000	25,000

Increase/(Decrease) in value per square feet would result in higher/(lower) fair value of the investment properties assuming if all other assumptions were held constant.

Valuation processes applied by the Group for Level 3 fair value

The fair values of investment properties are based on valuation performed by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The valuation company provides the fair value of the Group's investment property portfolio annually. Changes in Level 3 fair values are analysed by the management annually after obtaining valuation report from the valuation company.

Highest and best use

The Group's investment properties comprise office building, car park and warehouse which represented the highest and best use of the properties as they are mainly on prime land in the city centre.

5.6 Material accounting policy information

Investment properties are measured subsequently at fair value with any changes therein recognised in profit or loss for the period in which they arise.

NOTES TO THE FINANCIAL STATEMENTS

6. PROPERTIES HELD FOR DEVELOPMENT

	Note	Group	
		2024 RM'000	2023 RM'000
At cost			
At 1 October 2023/2022		54,933	54,933
Written off	25	(1,968)	-
As at 30 September		52,965	54,933
Properties held for development comprise:			
- Freehold land		49,783	49,783
- Development costs		3,182	5,150
		52,965	54,933

NOTES TO THE FINANCIAL STATEMENTS

7. INTANGIBLE ASSETS

	Note	Goodwill RM'000	Brands RM'000	Customer relationships RM'000	Computer software RM'000	Total RM'000
Group						
Cost						
At 1 October 2022		72,971	15,102	-	40,485	128,558
Additions		-	-	-	2,849	2,849
Transfer from property, plant and equipment	3	-	-	-	945	945
Acquisition through business combination	8	237,668	68,158	38,238	-	344,064
Disposals		-	-	-	(3,302)	(3,302)
Written off		-	-	-	(1,472)	(1,472)
At 30 September 2023/1 October 2023		310,639	83,260	38,238	39,505	471,642
Additions		-	-	-	2,312	2,312
Transfer from property, plant and equipment	3	-	-	-	2,115	2,115
Disposals		-	-	-	(16)	(16)
Written off		-	-	-	(277)	(277)
At 30 September 2024		310,639	83,260	38,238	43,639	475,776

NOTES TO THE FINANCIAL STATEMENTS

7. INTANGIBLE ASSETS (CONTINUED)

	Note	Goodwill RM'000	Brands RM'000	Customer relationships RM'000	Computer software RM'000	Total RM'000
Accumulated amortisation and impairment loss						
At 1 October 2022						
Accumulated amortisation		-	-	-	(30,947)	(30,947)
Accumulated impairment loss		(5,392)	-	-	(294)	(5,686)
		(5,392)	-	-	(31,241)	(36,633)
Amortisation	25	-	-	(3,505)	(3,108)	(6,613)
Reversal of impairment loss	25	-	-	-	294	294
Disposals		-	-	-	3,302	3,302
Written off		-	-	-	1,374	1,374
At 30 September 2023/1 October 2023						
Accumulated amortisation		-	-	(3,505)	(29,379)	(32,884)
Accumulated impairment loss		(5,392)	-	-	-	(5,392)
		(5,392)	-	(3,505)	(29,379)	(38,276)
Amortisation	25	-	-	(3,824)	(3,651)	(7,475)
Disposals		-	-	-	16	16
Written off		-	-	-	272	272
At 30 September 2024						
Accumulated amortisation		-	-	(7,329)	(32,742)	(40,071)
Accumulated impairment loss		(5,392)	-	-	-	(5,392)
		(5,392)	-	(7,329)	(32,742)	(45,463)
Carrying amount						
At 1 October 2022		67,579	15,102	-	9,244	91,925
At 30 September 2023/1 October 2023		305,247	83,260	34,733	10,126	433,366
At 30 September 2024		305,247	83,260	30,909	10,897	430,313

NOTES TO THE FINANCIAL STATEMENTS

7. INTANGIBLE ASSETS (CONTINUED)

(a) Allocation of goodwill, brands, customer relationship and computer software

The carrying amounts of goodwill, brands, customer relationships and computer software have been allocated to the Group's cash-generating units ("CGUs") as identified according to country of operations and business segments as follows:

	Goodwill RM'000	Brands RM'000	Customer relationships RM'000	Computer software RM'000	Total RM'000
Group					
At 30 September 2024					
Food & Beverages ("F&B") Malaysia					
- Beverages and dairy products	39,538	-	-	7,875	47,413
- Food products	264,710	83,260	30,909	2,495	381,374
F&B Thailand	999	-	-	-	999
Property and Others	-	-	-	527	527
	305,247	83,260	30,909	10,897	430,313
At 30 September 2023					
F&B Malaysia					
- Beverages and dairy products	39,538	-	-	8,895	48,433
- Food products	264,710	83,260	34,733	811	383,514
F&B Thailand	999	-	-	-	999
Property and Others	-	-	-	420	420
	305,247	83,260	34,733	10,126	433,366

NOTES TO THE FINANCIAL STATEMENTS

7. INTANGIBLE ASSETS (CONTINUED)

(b) Key assumptions used in value in use calculations

(i) Goodwill

No impairment loss is required for the goodwill assessed in the current financial year as the respective CGU's recoverable values are in excess of their carrying values.

Goodwill is allocated for impairment testing purposes to the individual entity which is also the CGU. The value in use calculations apply a discounted cash flows model using cash flow projections based on financial budgets approved by management covering three-year period.

The discount rates applied to the cash flow projections are derived from the cost of capital plus a reasonable risk premium at the date of assessment of the respective CGUs.

The terminal growth rate used does not exceed the long-term average growth rate of the respective industry and country in which the entity operates.

Cash flows beyond these periods (i.e. three-year) are projected using the estimated annual growth rate for revenue stated in the table below:

	Terminal growth rate	Average annual growth rate	Pre-tax discount rate
At 30 September 2024			
Beverages	0.0%	7.3%	9.0%
Dairy products	1.0%	7.3%	8.2%
Food products	2.0%	6.8% - 20.6%	9.0%
At 30 September 2023			
Beverages	0.0%	9.8%	9.9%
Dairy products	1.0%	8.4%	9.2%
Food products	2.0%	11.7% - 14.9%	9.9%

NOTES TO THE FINANCIAL STATEMENTS

7. INTANGIBLE ASSETS (CONTINUED)

(b) Key assumptions used in value in use calculations (continued)

(ii) Brands

The brands comprise various core brand names/trademarks which were recognised upon the acquisition of Cocoland Holdings Berhad ("Cocoland") and Sri Nona Food Industries Sdn Bhd, Sri Nona Industries Sdn Bhd and Edaran Nona Sdn Bhd (collectively known as the "Sri Nona Companies").

(iii) Customer relationships

The customer relationships relate to continued relationships with manufacturing/contract manufacturing customers arising from the acquisition of Cocoland.

(c) Sensitivity to changes in assumptions

With regard to the assessment of value in use of these CGUs, management believes that no reasonably possible changes in any of the key assumptions would cause the carrying values of these CGUs to differ materially from their recoverable amounts except for the changes in the prevailing operating environment, the impact of which is not expected to be significant.

(d) Material accounting policy information

(i) Recognition and measurement

Intangible assets, other than goodwill, that are acquired by the Group, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

(ii) Amortisation

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets.

The estimated useful lives for the current and comparative periods are as follows:

- | | |
|---------------------------------|------------|
| • Customer relationships | 10 years |
| • Computer software and license | 2-10 years |
| • Goodwill and brands | Indefinite |

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES

	Company	
	2024 RM'000	2023 RM'000
At cost		
Unquoted shares:		
- Ordinary shares	1,599,790	1,271,276
- Redeemable non-cumulative convertible preference shares ("RNCCPS")	491,800	491,800
	2,091,590	1,763,076
Less: Impairment loss	(15,110)	(13,706)
	2,076,480	1,749,370

The details of RNCCPS are as follows:

	Issue price RM	Number of shares '000	2024 RM'000	2023 RM'000
F&N Dairies Manufacturing Sdn Bhd	1,000	382.0	382,000	382,000
F&N Properties Sdn Bhd	1,000	57.0	57,000	57,000
Greenclipper Corporation Sdn Bhd	1,000	7.0	7,000	7,000
Nuvak Company Sdn Bhd	1,000	28.1	28,100	28,100
Utas Mutiara Sdn Bhd	1,000	17.7	17,700	17,700
		491.8	491,800	491,800

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The Company recognised an impairment loss for the investments in the following subsidiaries under “other expenses” in profit or loss as the recoverable amount is less than the carrying amount.

	Company	
	2024 RM'000	2023 RM'000
F&N Properties Sdn Bhd	(981)	(5,144)
F&N Dairies (Malaysia) Sdn Bhd	(227)	-
Tropical League Sdn Bhd	(196)	-
	(1,404)	(5,144)

During the financial year,

- (a) The Company incorporated a subsidiary, F&N International Market Sdn Bhd (“F&NIM”) with a paid-up share capital of RM3,000,000 comprising 3,000,000 ordinary shares. The Company holds a shareholding interest 50.1% (or 1,503,000 shares) totalling RM1,503,000 whilst the remaining 49.9% interest (or 1,497,000 shares) is held by F&N Foods Pte Ltd, a wholly-owned subsidiary of Fraser and Neave, Limited. F&NIM is principally engaged in the export of beverages, dairy and food products.
- (b) The Company incorporated a wholly-owned subsidiary, F&N Foods (Cambodia) Co., Ltd. (“FNFC”) on 14 February 2024 with a paid-up share capital of USD5,500,000 (RM26,011,000) comprising 5,500,000 ordinary shares. The principal activities of FNFC are manufacturing, sale, marketing, distribution, import and export of dairy products, beverages, confectionery and food products.
- (c) The Company subscribed for additional issued and paid-up share capital of RM300,000,000 in its wholly-owned subsidiary, F&N AgriValley Sdn Bhd, for a total cash consideration of RM300,000,000 comprising 300,000,000 ordinary shares.
- (d) The Company subscribed for additional issued and paid-up share capital of RM1,000,000 in its wholly-owned subsidiary, Premier Milk (Malaya) Sdn Berhad, for a total cash consideration of RM1,000,000 comprising 1,000,000 ordinary shares.
- (e) The Company transferred its entire stake of 124,422,932 shares in Cocoaland Holdings Berhad (“Cocoaland”), representing a 27.62% equity interest in the issued share capital of Cocoaland (“Cocoaland Shares”), to its direct wholly-owned subsidiary, Awana Citra Sdn Bhd (“ACSB”), for a total consideration of RM68,726,565 (being the Company's cost of investment in respect of the Cocoaland Shares). The consideration for the Cocoaland share transfer was satisfied by the allotment and issue to the Company of 13,745,313 shares in ACSB at an issue price of RM5.00 per share. Following the share transfer, Cocoaland has become a direct wholly-owned subsidiary of ACSB and an indirect wholly-owned subsidiary of the Company.

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

In the previous financial year,

- (a) The Company subscribed for additional issued and paid-up share capital of RM492,000,000 in its wholly-owned subsidiary, ACSB, for a total cash consideration of RM492,000,000 comprising 492,000,000 ordinary shares.

(b) Acquisition of Ladang Permai Damai Sdn Bhd

On 11 October 2022, the Group via its indirect 65%-owned subsidiary, Dagang Sejahtera Sdn Bhd (“DSSB”) acquired the entire equity interest in Ladang Permai Damai Sdn Bhd (“LPDSB”) for a total cash consideration of RM215,588,000. The business intention for DSSB in acquiring LPDSB was for the Group to embark on the upstream fresh milk business for downstream production and distribution of fresh milk. After completion of the acquisition, LPDSB leased the Permai Damai Estates to the Group to carry out operations of the integrated dairy farm and crop plantation. The Permai Damai Estates will enable the Group to own a vertical integration business and operations based on locally grown crops for feed to F&NHB’s dairy farm, which in turn will lower the value chain cost per litre. This will enable F&NHB to be less dependent on imported milk and promote local agricultural industry. LPDSB is included in Others segment.

The acquisition of LPDSB did not constitute an acquisition of business under MFRS 3, *Business Combinations* and did not give rise to a goodwill.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

	RM'000
Fair value of consideration transferred	
Cash and cash equivalents	215,588
Identifiable assets acquired and liabilities assumed	
Right-of-use assets	4,730
Trade and other receivables	42
Cash and cash equivalents	5
Current tax liability	(759)
Total identifiable net assets	4,018
Allocated to:	
- F&NHB share at 65%	2,612
- Non-controlling interest at 35%	1,406
	4,018

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

In the previous financial year, (continued)

(b) Acquisition of Ladang Permai Damai Sdn Bhd (continued)

Recognition of cost of an asset acquisition from acquisition of LPDSB

	RM'000
Purchase consideration settled in cash and cash equivalents	215,588
F&NHB share of total identifiable net assets	(2,612)
Cost of asset acquisition to be allocated to identifiable assets	212,976
Allocated to:	
Right-of-use assets	212,976

Net cash outflow arising from acquisition of LPDSB

	RM'000
Purchase consideration settled in cash and cash equivalents	215,588
Cash and cash equivalents acquired	(5)
	215,583

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

In the previous financial year, (continued)

(c) Acquisition of Cocoaland Holdings Berhad

On 4 November 2022, the Group via its wholly-owned subsidiary, ACSB acquired the entire equity interest in Cocoaland not already owned by F&NHB, representing 72.38% of the issued share capital of Cocoaland for a total cash consideration of RM489,195,000. The principal activity of Cocoaland is investment holding. Through its subsidiaries, Cocoaland is involved in activities such as manufacturing and trading of processed and preserved foods and fruits. It is also involved in the wholesale and retail of processed and preserved foods as well as wholesale, import and export of gummies and other products. The acquisition was in line with F&NHB's ambition to be a stable and sustainable food and beverage leader in ASEAN, with halal packaged food as its fourth pillar of growth. The investment had added established Malaysian confectionery and snack brands to F&NHB's portfolio of renowned brands, and at the same time served as a platform to build on and expand into other packaged food segments. F&NHB believes that the addition of Cocoaland will enhance the Group's expansion in overseas markets. Cocoaland is included in F&B Malaysia segment.

The purchase price allocation assessment had been completed and the following summarises the fair values of consideration transferred, assets acquired and liabilities assumed as at the date of acquisition:

	RM'000		
Fair value of consideration transferred			
Cash and cash equivalents			489,195
	Pre- acquisition carrying amount RM'000	Fair value adjustment RM'000	Recognised values on acquisition RM'000
Identifiable assets acquired and liabilities assumed			
Property, plant and equipment	81,533	61,229	142,762
Right-of-use assets	33,803	26,817	60,620
Investment properties	1,855	8,145	10,000
Intangible assets			
- Brands	-	68,158	68,158
- Customer relationships	-	38,238	38,238
Inventories	42,265	-	42,265
Trade and other receivables	42,180	-	42,180
Cash and cash equivalents	106,827	-	106,827
Trade and other payables	(26,640)	-	(26,640)
Current tax liability	(3,147)	-	(3,147)
Lease liabilities	(622)	-	(622)
Deferred taxation	(3,572)	(38,908)	(42,480)
Total identifiable net assets	274,482	163,679	438,161

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

In the previous financial year, (continued)

(c) Acquisition of Cocoaland Holdings Berhad (continued)

Fair value measurements

Assets acquired	Valuation technique
Property, plant and equipment	
- Land and buildings	Comparison method for the land and depreciated replacement cost method for the building.
Right-of-use assets	
- Leasehold land	Comparison method.
Investment properties	Comparison method for the land and depreciated replacement cost method for the building.
Intangible assets	
- Brands	Relief from royalty method: The value of the core brand names/trademarks are estimated by discounting projected royalty payments from which Cocoaland is relieved by virtue of owning the asset.
- Customer relationships	Multi-period excess earnings method: The value of customer relationships is equal to the present value of the incremental after-tax cash flows attributable only to the customer relationships after deducting contributory asset charges.

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

In the previous financial year, (continued)

(c) Acquisition of Cocoland Holdings Berhad (continued)

Net cash outflow arising from acquisition of Cocoland

	RM'000
Purchase consideration settled in cash and cash equivalents	489,195
Cash and cash equivalents acquired	(106,827)
	382,368

Goodwill

Goodwill was determined as a result of the acquisition as follows:

	RM'000
Total consideration transferred	489,195
Fair value of previously held equity interest in an associate	186,634
Fair value of identifiable net assets	(438,161)
Goodwill	237,668

Goodwill comprised the value of the expected synergies to be achieved from integrating the companies into the Group's halal packaged food business. None of the goodwill recognised was deductible for income tax purposes.

Remeasurement gain of previously held equity interest

The remeasurement of fair value for the Group's existing 27.62% equity interest in Cocoland resulted in a gain of RM89,256,000 (RM186,634,000 being the fair value of existing interest less carrying value of equity-accounted Cocoland at acquisition date RM97,378,000), which had been recognised under “other income” in profit or loss of the previous financial year.

Acquisition-related costs

The Group incurred acquisition-related costs of RM813,000 on legal and financial advisory services fees and other miscellaneous incidental costs. These costs had been included under “administrative expenses” in profit or loss of the previous financial year.

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of subsidiaries are as follows:

Name of company	Country of incorporation and principal place of business	Principal activities	Effective ownership and voting interest (%)	
			2024	2023
Subsidiaries of Fraser & Neave Holdings Bhd				
F&N Beverages Marketing Sdn Bhd	Malaysia	Distribution and sale of beverages, dairy and food products	100	100
F&N Beverages Manufacturing Sdn Bhd	Malaysia	Manufacturing and sale of beverages	100	100
F&N Dairies Manufacturing Sdn Bhd	Malaysia	Manufacturing and sale of dairy products	100	100
F&N Dairies (Thailand) Limited ⁽ⁱ⁾	Thailand	Manufacturing, distribution and sale of dairy products	100	100
F&N Dairies Distribution (Singapore) Pte Ltd ⁽ⁱ⁾	Republic of Singapore	Distribution of dairy products	100	100
F&N International Market Sdn Bhd	Malaysia	Export of beverages, dairy and food products	50.10	-
F&N Marketing (B) Sdn Bhd ⁽ⁱ⁾	Brunei Darussalam	Sale of beverages, dairy and food products	100	100
Fraser & Neave (Malaya) Sdn Bhd	Malaysia	Sale of beverages and dairy products, provision of management service and property investment holdings	100	100
Cocoaland Holdings Berhad ⁽ⁱⁱ⁾	Malaysia	Investment holding	-	27.62
Awana Citra Sdn Bhd	Malaysia	Investment holding	100	100
Usahaniaga Abadi Sdn Bhd	Malaysia	Investment holding	100	100
F&N Capital Sdn Bhd	Malaysia	Provision of financial and treasury services	100	100

NOTES TO THE FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of subsidiaries are as follows: (continued)

Name of company	Country of incorporation and principal place of business	Principal activities	Effective ownership and voting interest (%)	
			2024	2023
Subsidiaries of Fraser & Neave Holdings Bhd (continued)				
F&N Properties Sdn Bhd	Malaysia	Provision of property management services	100	100
Greenclipper Corporation Sdn Bhd	Malaysia	Property development	100	100
Lettricia Corporation Sdn Bhd	Malaysia	Property development	70	70
Tropical League Sdn Bhd	Malaysia	Property development	100	100
Nuvak Company Sdn Bhd	Malaysia	Property development	100	100
Utas Mutiara Sdn Bhd	Malaysia	Property investment holding	100	100
F&N AgriValley Sdn Bhd	Malaysia	Dairy farming and agriculture	100	100
Elsinburg Holdings Sdn Bhd ^(iv)	Malaysia	Inactive	100	100
F&N Foods (Cambodia) Co., Ltd. ⁽ⁱ⁾	Cambodia	Inactive	100	-
F&N Dairies (Malaysia) Sdn Bhd	Malaysia	Inactive	100	100
Premier Milk (Malaya) Sdn Berhad	Malaysia	Inactive	100	100

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of subsidiaries are as follows: (continued)

Name of company	Country of incorporation and principal place of business	Principal activities	Effective ownership and voting interest (%)	
			2024	2023
Subsidiary of F&N Beverages Manufacturing Sdn Bhd				
Borneo Springs Sdn Bhd	Malaysia	Manufacturing and sale of mineral water and drinking water	100	100
Subsidiary of Fraser & Neave (Malaya) Sdn Bhd				
Fraser and Neave MENA DWC-LLC ⁽ⁱⁱⁱ⁾	United Arab Emirates	Trading of beverages, dairy and food products	100	100
Subsidiary of Usahaniaga Abadi Sdn Bhd				
Dagang Sejahtera Sdn Bhd	Malaysia	Investment holding	65	65
Subsidiary of Dagang Sejahtera Sdn Bhd				
Ladang Permai Damai Sdn Bhd	Malaysia	Property investment holding	65	65
Subsidiaries of Awana Citra Sdn Bhd				
Cocoaland Holdings Berhad ⁽ⁱⁱ⁾	Malaysia	Investment holding	100	72.38
Sri Nona Food Industries Sdn Bhd	Malaysia	Manufacturing and sale of food products	100	100
Sri Nona Industries Sdn Bhd	Malaysia	Sale and distribution of food products	100	100
Edaran Nona Sdn Bhd (formerly known as Lee Shun Hing Sauce Industries Sdn Bhd)	Malaysia	Sale and distribution of beverages, dairy and food products	100	100

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of subsidiaries are as follows: (continued)

Name of company	Country of incorporation and principal place of business	Principal activities	Effective ownership and voting interest (%)	
			2024	2023
Subsidiaries of Cocaland Holdings Berhad				
Sri Nona Food Manufacturing Sdn Bhd	Malaysia	Manufacturing and sale of confectionery and food products	100	100
Sri Nona Foods Sdn Bhd	Malaysia	Wholesaling and retailing of processed and preserved foods and rice cube/cake	100	100
CCL Food & Beverage Sdn Bhd	Malaysia	Inactive	100	100
乐一百贸易(深圳)有限公司 (Lot 100 Food Co. Ltd.) ⁽ⁱⁱⁱ⁾	People's Republic of China	Wholesaling, importing and exporting gummy and other products	100	100
PT Cocaland Indonesia ⁽ⁱⁱⁱ⁾	Republic of Indonesia	Inactive	100	100

- (i) Audited by other member firms of KPMG International.
- (ii) During the year, the Company transferred its 27.62% equity interest in Cocaland Holdings Berhad to Awana Citra Sdn Bhd.
- (iii) Not audited by KPMG PLT.
- (iv) Based on the unaudited management accounts and under members’ voluntary liquidation. On 30 April 2024, the Company’s wholly-owned subsidiary, Elsinburg Holdings Sdn Bhd (“Elsinburg”) commenced member’s voluntary winding up pursuant to Section 439(1) of the Companies Act, 2016.

The Group concluded that F&N International Market Sdn Bhd, Lettricia Corporation Sdn Bhd, Dagang Sejahtera Sdn Bhd and Ladang Permai Damai Sdn Bhd, the subsidiaries with non-controlling interest, are not material to the Group.

Material accounting policy information

Investments in subsidiaries are measured in the Company’s statement of financial position at cost less any impairment losses.

9. INVESTMENT IN AN ASSOCIATE

	Group	Company
	2023 RM'000	2023 RM'000
At cost		
Investment in shares	68,727	68,727
Share of post-acquisition reserves	90,434	-
Dividends received	(61,783)	-
Deemed disposal	(97,378)	(68,727)
	-	-

The associate is incorporated in Malaysia and the details are as follows:

Name of associate	Principal activity/Nature of relationship	Effective ownership and voting interest (%)
		2023
Cocaland Holdings Berhad (“Cocaland”) (Financial year end: 31 December 2022)	Investment holding company, manufacturing, trading and marketing of processed and preserved foods and fruits of all kinds/Strategic supplier of the Group	-

Cocaland was accounted as a wholly-owned subsidiary of the Group from 4 November 2022. Details of the step-up acquisition are shown in Note 8.

NOTES TO THE FINANCIAL STATEMENTS

9. INVESTMENT IN AN ASSOCIATE (CONTINUED)

In the previous financial year, the following table summarises the information of Cocoaand, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in Cocoaand, which was accounted for using the equity method.

	Group 2023 RM'000
Summarised financial information	
As at 31 October 2022	
Non-current assets	117,191
Current assets	191,274
Non-current liabilities	(3,696)
Current liabilities	(30,286)
Net assets	274,483
Period ended 31 October 2022	
Revenue	91,721
Profit for the period	14,169
Reconciliation of net assets to carrying amount as at 30 September	
Group's share of net assets	79,220
Goodwill	18,158
Deemed disposal	(97,378)
Carrying amount in the statement of financial position	-
Group's share of profit for the period	3,913

Material accounting policy information

Investment in an associate is measured in the Company's statement of financial position at cost less any impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

10. INVESTMENT IN A JOINT VENTURE

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
At cost				
Unquoted shares				
- Ordinary shares	500	500	500	500
- Redeemable non-cumulative convertible preference shares ("RNCCPS")	127,820	127,820	127,820	127,820
	128,320	128,320	128,320	128,320
Share of post-acquisition reserves	(24,810)	(23,611)	-	-
	103,510	104,709	128,320	128,320
Interest on shareholder's loan	38,294	38,294	38,294	38,294
	141,804	143,003	166,614	166,614
Less: Unrealised profit	(55,292)	(55,292)	-	-
	86,512	87,711	166,614	166,614

The joint venture is incorporated in Malaysia and the details are as follows:

Name of associate	Principal activity/Nature of relationship	Effective ownership and voting interest (%)	
		2024	2023
Vacaron Company Sdn Bhd ("VCSB") (Financial year end: 30 September)	Property development/Strategic to the property development activities of the Group	50	50

In the previous financial year, the Company subscribed for additional 500 RNCCPS in VCSB at an issue price of RM1,000 each.

NOTES TO THE FINANCIAL STATEMENTS

10. INVESTMENT IN A JOINT VENTURE (CONTINUED)

The following table summarises the information of VCSB, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in VCSB, which is accounted for using the equity method.

	Group	
	2024 RM'000	2023 RM'000
Summarised financial information		
As at 30 September		
Non-current assets	3	5
Current assets	283,938	286,358
Current liabilities	(76,940)	(76,964)
Net assets	207,001	209,399
Year ended 30 September		
Revenue	-	-
Loss for the year	(2,398)	(302)
Reconciliation of net assets to carrying amount as at 30 September		
Group's share of net assets	103,501	104,700
Goodwill	9	9
Interest on shareholder's loan	38,294	38,294
Elimination of unrealised profit	(55,292)	(55,292)
Carrying amount in the statement of financial position	86,512	87,711
Group's share of loss for the year	(1,199)	(151)

The joint venture had no contingent liabilities or capital commitments as at 30 September 2024 and 2023. VCSB cannot distribute its profits without the consent of the two venture partners.

NOTES TO THE FINANCIAL STATEMENTS

10. INVESTMENT IN A JOINT VENTURE (CONTINUED)

Shareholder's loan

On 11 November 2011, the Company entered into a conditional subscription cum shareholders' agreement ("SSA") with Frasers Property Holdings (Malaysia) Pte. Ltd. ("FPHM") to form a joint venture, via VCSB for the purpose of carrying out a proposed mixed development on the land held under PN 3679 for Lot No. 35 and PN 3681 for Lot No. 37, Seksyen 13, Bandar Petaling Jaya ("PJ"), Daerah Petaling, Selangor ("Land").

The Company and FPHM had both granted shareholders' loans to VCSB pursuant to the SSA. The loans were unsecured, bore interest at KLIBOR + 1.25% per annum and were denominated in RM.

On 2 October 2019, the shareholder's loan was converted to 126,820 RNCCPS at an issue price of RM1,000 each.

RNCCPS terms

RNCCPS have the following salient terms:

- (i) Non-cumulative preferential dividend, the quantum of which will be at the discretion of the joint venture subject to the applicable laws and regulations governing the joint venture.
- (ii) The RNCCPS shall rank pari passu as between themselves and prior to the ordinary shares and all other classes of shares, if any, for the time being of the joint venture.
- (iii) Each RNCCPS is transferable subject to the Constitution of VCSB and any applicable laws.
- (iv) The registered RNCCPS holder would not have the right to vote at any general meeting of the joint venture.
- (v) Subject to the applicable laws and regulations governing the joint venture, the RNCCPS is redeemable at the discretion of the joint venture.
- (vi) The RNCCPS are convertible into ordinary shares at the option of the joint venture.

Unrealised profit

On 18 January 2012, VCSB issued new ordinary shares of 499,998 and 500,000 to the Company and FPHM respectively. Consequent thereupon, the Company and FPHM each holds 50% equity interest in VCSB. With the announcement of the completion of the transaction in the financial year ended 30 September 2012, the Company had effectively divested 50% of its interest in the development land in PJ Section 13 and recognised a gain of approximately RM55,292,000. The remaining 50% unrealised profit of RM55,292,000 will be realised upon the disposal of the land by the joint venture or the date on which the Group ceases to have joint control over the joint venture.

Material accounting policy information

Investment in a joint venture is measured in the Company's statement of financial position at cost less any impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

11. DEFERRED TAX ASSETS/(LIABILITIES)

Recognised deferred tax assets/(liabilities)

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Group						
Property, plant and equipment	-	20	(172,183)	(126,753)	(172,183)	(126,733)
Right-of-use assets	-	-	(11,342)	(8,770)	(11,342)	(8,770)
Investment properties	1,826	1,826	(814)	(814)	1,012	1,012
Intangible assets	-	-	(27,400)	(28,318)	(27,400)	(28,318)
Employee benefit plans	7,967	7,663	-	-	7,967	7,663
Unutilised capital allowances and tax losses	2,214	4,483	-	-	2,214	4,483
Unutilised tax incentives	22,355	20,251	-	-	22,355	20,251
Lease liabilities	5,701	3,423	-	-	5,701	3,423
Provisions, contract liabilities and others	82,099	20,179	-	-	82,099	20,179
Tax assets/(liabilities)	122,162	57,845	(211,739)	(164,655)	(89,577)	(106,810)
Set off of tax	(108,291)	(46,175)	108,291	46,175	-	-
Net tax assets/(liabilities)	13,871	11,670	(103,448)	(118,480)	(89,577)	(106,810)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Group	
	2024 RM'000	2023 RM'000
Unutilised reinvestment allowances	-	129,557
Unutilised Green Investment Tax Allowances	9,057	9,057
Unutilised capital allowances	6,993	6,220
Unutilised tax losses	14,626	5,180
	30,676	150,014

NOTES TO THE FINANCIAL STATEMENTS

11. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

Unrecognised deferred tax assets (continued)

Deferred tax assets have not been recognised in respect of these temporary differences because it is not probable that future taxable profit will be available against which subsidiaries of the Group can utilise the benefits therefrom.

The unutilised reinvestment allowances can only be carried forward for up to seven (2023: seven) consecutive years of assessment.

The unutilised investment tax allowances and capital allowances do not expire under current tax legislation. The unutilised tax losses can be carried forward up to ten (2023: ten) consecutive years of assessment.

The unrecognised deferred tax assets of the Group which are available for offsetting against future taxable profits of these subsidiaries under the Income Tax Act, 1967 and guidelines issued by the tax authority are as follows:

	2024 RM	2023 RM
Utilisation period		
Expire in year of assessment ("YA") 2025	-	58,007
Expire in YA 2027	-	20,946
Expire in YA 2028	3,251	12,546
Expire in YA 2029	-	2,059
Expire in YA 2030	1,929	41,178
Expire in YA 2031	354	-
Expire in YA 2032	1,589	-
Expire in YA 2033	7,503	-
Unlimited	16,050	15,278
	30,676	150,014

NOTES TO THE FINANCIAL STATEMENTS

11. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

Movement in temporary differences during the financial year

	At 1 October 2023 RM'000	Recognised in profit or loss (Note 24) RM'000	Recognised in other comprehensive income (Note 26) RM'000	Exchange differences RM'000	At 30 September 2024 RM'000
Group					
Property, plant and equipment	(126,733)	(45,450)	-	-	(172,183)
Right-of-use assets	(8,770)	(2,674)	-	102	(11,342)
Investment properties	1,012	-	-	-	1,012
Intangible assets	(28,318)	918	-	-	(27,400)
Employee benefit plans	7,663	271	49	(16)	7,967
Unutilised capital allowances and tax losses	4,483	(2,269)	-	-	2,214
Unutilised tax incentives	20,251	2,104	-	-	22,355
Lease liabilities	3,423	2,347	-	(69)	5,701
Provisions, contract liabilities and others	20,179	61,987	-	(67)	82,099
	(106,810)	17,234	49	(50)	(89,577)

NOTES TO THE FINANCIAL STATEMENTS

11. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

Movement in temporary differences during the financial year (continued)

	At 1 October 2022 RM'000	Recognised in profit or loss (Note 24) RM'000	Recognised in other comprehensive income (Note 26) RM'000	Acquisition through business combination (Note 8) RM'000	Exchange differences RM'000	At 30 September 2023 RM'000
Group						
Property, plant and equipment	(110,829)	(6,084)	-	(9,695)	(125)	(126,733)
Right-of-use assets	(12,306)	12,344	-	(6,436)	(2,372)	(8,770)
Investment properties	(524)	2,350	-	(814)	-	1,012
Intangible assets	(3,624)	841	-	(25,535)	-	(28,318)
Employee benefit plans	6,412	1,442	(245)	-	54	7,663
Unutilised capital allowances and tax losses	5,965	(1,482)	-	-	-	4,483
Unutilised tax incentives	25,134	(4,883)	-	-	-	20,251
Lease liabilities	13,116	(9,929)	-	-	236	3,423
Provisions, contract liabilities and others	7,654	10,075	-	-	2,450	20,179
	(69,002)	4,674	(245)	(42,480)	243	(106,810)

Material accounting policy information

Where investment properties are carried at their fair value, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

12. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Current					
Trade receivables from contracts with customers		581,218	581,182	-	-
Less: Allowance for impairment losses		(7,824)	(7,213)	-	-
		573,394	573,969	-	-
Other receivables					
- Down payments to suppliers	12.1	164,362	10,352	-	-
- Prepayments		10,431	11,943	4	-
- Deposits		13,023	11,952	-	-
- Staff loans		364	439	-	-
- Other tax recoverable		4,778	3,836	-	314
- Interest		1,934	939	457	9
- Insurance claim receivables		4,400	13,002	-	-
- Other receivables		9,876	6,142	1,799	3,165
		209,168	58,605	2,260	3,488
Amounts due from:					
- Immediate holding company	12.2	80	63	-	-
- Subsidiaries	12.3	-	-	7,250	1,939
- Related companies	12.4	56,896	68,855	-	-
- Related parties	12.5	13,304	11,839	-	-
- Joint venture	12.6	13	11	-	-
		70,293	80,768	7,250	1,939
		852,855	713,342	9,510	5,427

NOTES TO THE FINANCIAL STATEMENTS

12. TRADE AND OTHER RECEIVABLES (CONTINUED)

- 12.1** Included in down payments to suppliers are payments related to integrated dairy farm project of RM146,391,000 (2023: RM37,000).
- 12.2** The amount due from immediate holding company is non-trade in nature, unsecured, receivable on demand and interest free.
- 12.3** The amounts due from subsidiaries are non-trade in nature, unsecured, receivable on demand and interest free.
- 12.4** The amounts due from related companies are trade in nature, except for non-trade portion of RM22,479,000 (2023: RM28,661,000). Non-trade amounts are unsecured, receivable on demand and interest free. Related companies refer to the subsidiaries of Fraser and Neave, Limited.
- 12.5** The amounts due from related parties are trade in nature, except for non-trade portion of RM55,000 (2023: RM70,000). Non-trade amounts are unsecured, receivable on demand and interest free. Related parties are defined in Note 33.
- 12.6** The amount due from a joint venture is trade in nature, unsecured, interest free and subject to negotiated trade term.

13. INVENTORIES

	Note	Group	
		2024 RM'000	2023 RM'000
Finished goods		233,851	250,575
Raw materials		400,128	392,436
Packaging materials		82,779	90,379
Other inventories	13.1	28,202	30,792
		744,960	764,182
Recognised in profit or loss			
Inventories recognised as cost of sales		3,083,006	3,072,771
Inventories written off	25	7,333	7,025
Inventories written down	25	17,788	10,853
Reversal of inventories written down	25	(14,154)	(7,570)

- 13.1** Other inventories comprise engineering spares and machine consumables.

NOTES TO THE FINANCIAL STATEMENTS

13. INVENTORIES (CONTINUED)

Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of work-in-progress and finished goods, cost includes an appropriate share of production overheads based on normal operating capacity.

14. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES)

	2024			2023		
	Nominal value '000	Assets RM'000	Liabilities RM'000	Nominal value '000	Assets RM'000	Liabilities RM'000
Forward foreign exchange contracts (less than 1 year)						
Group						
- USD	500	-	(92)	-	-	-
- AUD	3,819	6	(395)	1,748	49	(24)
- CNY	90,579	-	(1,684)	-	-	-
- THB	540,000	305	-	-	-	-
		311	(2,171)		49	(24)
Company						
- THB	540,000	305	-	-	-	-

Forward exchange contracts are used to manage the foreign currency exposures arising from the Group's payables denominated in currencies other than the functional currencies of Group entities. Most of the forward exchange contracts have maturities of less than one year after the end of the financial year. Where necessary, the forward contracts are rolled over at maturity.

NOTES TO THE FINANCIAL STATEMENTS

15. CASH AND CASH EQUIVALENTS

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Cash and bank balances	464,920	539,765	2,109	1,341
Short-term deposits	669,950	491,769	266,713	20,900
	1,134,870	1,031,534	268,822	22,241

16. CAPITAL AND RESERVES

(a) Share capital

	Group and Company			
	2024		2023	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Issued and fully paid shares with no par value classified as equity instruments:				
Ordinary shares	366,779	816,770	366,779	816,770

The holders of ordinary shares are entitled to receive dividend as declared from time to time and are entitled to one vote per share at meetings of the Company.

NOTES TO THE FINANCIAL STATEMENTS

16. CAPITAL AND RESERVES (CONTINUED)

(b) Shares held by SGP Trust

	Group and Company			
	2024		2023	
	Number of shares '000	RM'000	Number of shares '000	RM'000
At 1 October 2023/2022	444	10,890	287	6,387
Acquired	549	16,821	541	13,020
Reissued pursuant to SGP	(430)	(11,045)	(384)	(8,517)
At 30 September	563	16,666	444	10,890

The Company established a trust (“SGP Trust”) for its eligible executives pursuant to the SGP.

The SGP Trust is administered by an appointed trustee. The trustee will be entitled from time to time to accept financial assistance from the Company upon such terms and conditions as the Company and the trustee may agree to purchase shares in the Company from the open market for the purposes of this trust. The shares purchased for the benefit of SGP holders are recorded as “Shares held by SGP Trust” in the Group’s and the Company’s financial statements as a deduction in arriving at the shareholders’ equity.

Details of the shares acquired during the current and previous financial years are as follows:

	Share price (RM)			Number of shares '000	Total consideration RM'000
	Lowest	Highest	Average		
2024	27.75	31.80	30.59	549	16,821
2023	20.95	26.89	24.99	541	13,020

(c) Share grants under F&NHB share grant plans

The Company has in place share-based remuneration incentive plans, details of which are as follows:

(i) F&NHB Share Grant Plan 2012 (“F&NHB SGP 2012”)

F&NHB SGP 2012 established and implemented on 15 March 2012, comprises the F&NHB Restricted Share Plan (“F&NHB RSP 2012”) and Performance Share Plan (“F&NHB PSP”).

16. CAPITAL AND RESERVES (CONTINUED)

(c) Share grants under F&NHB share grant plans (continued)

(i) F&NHB Share Grant Plan 2012 (“F&NHB SGP 2012”) (continued)

Under F&NHB SGP 2012, the Company grants a base number of conditional share awards (the “F&NHB Base Awards”) to eligible participants annually. The F&NHB Base Awards represent the right to receive fully paid ordinary shares of the Company, their equivalent cash value or combinations thereof, free of charge, provided that certain prescribed performance conditions are met over the relevant performance periods.

The Remuneration Committee, as the administrator of F&NHB SGP 2012, has absolute discretion in granting the F&NHB Base Awards. Under F&NHB SGP 2012, the Remuneration Committee has determined the performance period to be two years and the vesting period to be over three years.

Depending on the level of achievement of the pre-determined targets over the two-year performance period, an achievement factor will be applied to the relevant F&NHB Base Awards to determine the final number of shares to be awarded at the end of the performance period (the “F&NHB Final Awards”).

The first tranche at 50% of the relevant F&NHB Final Awards will be vested to eligible participants after the end of the two-year performance period. The balance will be vested in equal instalments over the next two years.

The achievement factor ranges from 0% to 150% for F&NHB RSP 2012. Accordingly, the actual number of shares to be awarded could range from 0% to 150% of the initial grant of the F&NHB Base Awards.

F&NHB SGP 2012 expired on 14 March 2022 (the “Expiry Date”), whereupon any F&NHB Final Awards which have not vested (whether fully or partially) were deemed cancelled and became null and void on the Expiry Date. The expiry of F&NHB SGP 2012, however, did not affect F&NHB Final Awards in respect of shares which were capable of being vested prior and up to 14 March 2022.

F&NHB RSP Year 9 Award

As the 2nd and 3rd tranches of the F&NHB Final Awards of F&NHB RSP Year 9 Award (“F&NHB RSP Year 9 Final Awards”) were to have been released at the end of 2022 and end of 2023 respectively after the expiry of F&NHB SGP 2012, shares which were to have been released under F&NHB RSP Year 9 Final Awards were deemed cancelled and became null and void on the Expiry Date.

In December 2021, the Company awarded shares under F&NHB SGP 2021 to eligible participants equivalent to the number of shares that they would have been entitled to receive had F&NHB SGP 2012 not expired. Shares released in accordance with the original vesting schedule at the end of 2022 and to be released at the end of 2023 respectively were not subject to any performance period nor any achievement targets.

F&NHB RSP Year 10 Award

F&NHB RSP Year 10 Award was not granted at the end of 2020 because the two-year performance period would have traversed the expiry of F&NHB SGP 2012 and further, no shares would be released or vested after the two-year performance period as they would have been deemed cancelled. The Company had deferred the grant of F&NHB RSP Year 10 Award from end 2020 to 15 February 2021 post approval of the new F&NHB Share Grant Plan 2021 (as defined in note (ii) below) by shareholders of the Company.

NOTES TO THE FINANCIAL STATEMENTS

16. CAPITAL AND RESERVES (CONTINUED)

(c) Share grants under F&NHB share grant plans (continued)

(i) F&NHB Share Grant Plan 2012 (“F&NHB SGP 2012”) (continued)

F&NHB RSP Year 10 Award (continued)

The Remuneration Committee had determined that the performance period for F&NHB RSP Year 10 would remain at two years. The first tranche of shares pursuant to this grant (being 50% of the relevant F&NHB Final Awards) would be vested to eligible participants after the end of the two-year performance period. The balance 50% would be vested in two equal instalments over the following two years.

F&NHB PSP

There were no grants made under the F&NHB PSP.

(ii) F&NHB Share Grant Plan 2021 (“F&NHB SGP 2021”)

F&NHB SGP 2021 was approved by shareholders of the Company at the Extraordinary General Meeting held on 19 January 2021 and was implemented on 11 February 2021. The F&NHB SGP 2021 is valid for 10 years from 11 February 2021 to 10 February 2031.

Under F&NHB SGP 2021, the Company grants a base number of conditional share awards (the “F&NHB Base Awards”) to eligible participants annually. The F&NHB Base Awards represent the right to receive fully paid ordinary shares of the Company, their equivalent cash value or combinations thereof, free of charge, provided that certain prescribed performance conditions are met over the relevant performance periods.

The Remuneration Committee, as the administrator of F&NHB SGP 2021, has absolute discretion in granting the F&NHB Base Awards and determining the performance period and the vesting period. Under F&NHB SGP 2021, the Remuneration Committee has determined the performance period of F&NHB RSP Year 11 onwards to be one year and the vesting period to be over three years.

Depending on the level of achievement of the pre-determined targets over the one-year performance period, an achievement factor will be applied to the relevant F&NHB Base Awards to determine the F&NHB Final Awards.

The F&NHB Final Awards will be vested to eligible participants in three equal instalments over the next three years after the end of the one-year performance period.

The achievement factor ranges from 0% to 150% for F&NHB SGP 2021. Accordingly, the actual number of shares to be awarded could range from 0% to 150% of the initial grant of the F&NHB Base Awards.

16. CAPITAL AND RESERVES (CONTINUED)

(c) Share grants under F&NHB share grant plans (continued)

(ii) F&NHB Share Grant Plan 2021 (“F&NHB SGP 2021”)

The details of the shares awarded under F&NHB SGP 2012 and F&NHB SGP 2021 in aggregate are as follows:

	Number of share grants				At 30.9.2024	Vesting period
	At 1.10.2023/ grant date	Achievement factor	Vested	Lapsed *		
F&NHB SGP 2012						
F&NHB RSP Year 9 (23.12.2019)	41,400	-	(40,850)	(550)	-	31.12.2021 - 31.12.2023
F&NHB SGP 2021						
F&NHB RSP Year 10 ** (15.02.2021)	134,400	-	(66,400)	(2,825)	65,175	31.12.2022 - 31.12.2024
F&NHB RSP Year 11 (16.02.2022)	326,960	-	(158,268)	(8,824)	159,868	31.12.2022 - 31.12.2024
F&NHB RSP Year 12 (31.03.2023)	468,200	24,069	(164,505)	-	327,764	31.12.2023 - 31.12.2025
F&NHB RSP Year 13 (16.04.2024)	451,900	-	-	(1,600)	450,300	31.12.2024 - 31.12.2026
	1,422,860	24,069	(430,023)	(13,799)	1,003,107	

* Share grants lapsed upon cessation of employment.

** The performance period for F&NHB RSP Year 10 remains at two years. The first tranche of F&NHB shares pursuant to this grant (being 50% of the relevant F&NHB Final Awards) will be vested to participants after the end of the two-year performance period. The balance 50% will be vested in equal instalments over the following two years.

NOTES TO THE FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS

16. CAPITAL AND RESERVES (CONTINUED)

(c) Share grants under F&NHB share grant plans (continued)

The Directors do not participate in the F&NHB share grant plans.

The estimated fair value of shares granted during the financial year ranged from RM28.93 to RM30.41. The fair value of equity-settled contingent award of shares are determined using the Black Scholes Valuation Model, which involves projection of future outcomes using statistical distributions of key variables including share price and volatility of returns. The inputs to the model used are as follows:

	RSP			
	2024	2023	2022	2021
Dividend yield (%)	2.49	2.31	3.09	2.24
Expected volatility (%)	13.34	22.59	13.95	12.83
Risk-free interest rate (%)	3.34 - 3.55	3.14 - 3.35	2.27 - 2.97	1.88 - 2.09
Expected term (years)	0.71 - 2.71	0.75 - 2.75	0.87 - 2.87	1.87 - 3.87
Share price at date of grant (RM)	30.96	26.00	23.84	30.08

(d) Loss on purchase of shares for SGP

Upon vesting of share awards, there will be a difference between total purchase price paid by SGP Trust (Note 16(b)) to acquire the shares from the open market and the fair value of the share awards granted to employees of subsidiaries. This difference will be included in the Group's and the Company's financial statements as a deduction from equity and classified as "Loss on purchase of shares for SGP".

(e) Legal reserve

Non-distributable legal reserve amounting to RM9,934,000 (2023: RM9,934,000) relates to a subsidiary in Thailand. Under the provision of Thailand Civil and Commercial Code, the subsidiary is required to set aside at least 5% of its net profit after accumulated deficit (if any) as a legal reserve until the reserve is not less than 10% of the registered share capital. This reserve is non-distributable as dividends.

(f) Revaluation reserve

The revaluation reserve relates to the revaluation of property, plant and equipment (Note 3) upon transfer of properties to investment properties following change in use. It is the difference arising at the date of transfer between the carrying amount of the properties and its fair value.

NOTES TO THE FINANCIAL STATEMENTS

17. LOANS AND BORROWINGS

			Group	
	Currency	Note	2024 RM'000	2023 RM'000
Non-current				
IMTN - unsecured	Malaysian Ringgit ("MYR")	17.1	500,000	610,000
Term loan - unsecured	MYR	17.2	92,000	96,000
			592,000	706,000
Current				
IMTN - unsecured	MYR	17.1	110,000	-
Term loan - unsecured	MYR	17.2	4,000	4,000
			114,000	4,000
			706,000	710,000

17.1 Islamic Commercial Papers ("ICP") and Islamic Medium Term Notes ("IMTN") programmes of RM3,000,000,000

On 7 May 2021, F&N Capital Sdn Bhd ("the Issuer"), a wholly-owned subsidiary of the Company, had established an Islamic Commercial Papers ("ICP") Programme ("ICP Programme") and an Islamic Medium Term Notes ("IMTN") Programme ("IMTN Programme") both based on the Shariah principle of Murabahah (via a Tawarruq arrangement) with a combined limit of up to RM3,000,000,000 in nominal value and guaranteed by the Company. The ICP Programme has a tenure of seven years from the first issue date whilst the tenure of the IMTN Programme is perpetual.

The proceeds from the ICP Programme and the IMTN Programme shall be advanced to companies within the F&NHB Group for Shariah-compliant general corporate purposes of the Group and the refinancing of any existing borrowings/financings/corporate bonds/Sukuk issues and/or future Sukuk issues/Shariah-compliant financings of the Group. The utilisation of proceeds of these programmes shall at all times be for Shariah-compliant purposes.

NOTES TO THE FINANCIAL STATEMENTS

17. LOANS AND BORROWINGS (CONTINUED)

17.1 Islamic Commercial Papers (“ICP”) and Islamic Medium Term Notes (“IMTN”) programmes of RM3,000,000,000 (continued)

On 3 August 2022, the Issuer had issued the second tranche of IMTN amounting to RM110,000,000 with a tenure of three years from the issue date and a profit rate of 4.01% per annum. The proceeds from this IMTN were used to partially finance the acquisition of the entire equity interest in Ladang Permai Damai Sdn Bhd by the Company’s indirect 65%-owned subsidiary, Dagang Sejahtera Sdn Bhd (Note 8).

On 5 October 2022, the Issuer had issued the third and fourth tranche of IMTN of RM250,000,000 each with a tenure of three and five years from the issue date and profit rates of 4.21% and 4.68% per annum, respectively. The proceeds from issuance of the IMTNs were used to partially finance the acquisition of the entire equity interest in Cocoaland Holdings Berhad not already owned by the Company (Note 8) and for working capital purposes.

As at 30 September 2024, the outstanding IMTNs amounted to RM610,000,000 (2023: RM610,000,000).

As at 30 September 2024, the unutilised ICP Programme and IMTN Programme available for use amounted to RM2,390,000,000 (2023: RM2,390,000,000).

17.2 Term loan of RM100,000,000

On 25 July 2022, a subsidiary of the Company, Dagang Sejahtera Sdn Bhd was granted a term loan of RM100,000,000 with a tenure of up to seven years from the date of the first drawdown of the facility. DSSB had made full drawdown of the term loan on 22 August 2022. The proceeds from this term loan were used to partially finance the acquisition of Ladang Permai Damai Sdn Bhd (Note 8). The term loan is subject to floating interest rates ranging from 5.02% to 5.27% (2023: 3.95% to 5.09%) per annum. As at 30 September 2024, the outstanding term loan amounted to RM96,000,000 (2023:RM100,000,000).

18. EMPLOYEE BENEFITS

Certain subsidiaries of the Group operate unfunded defined benefit plans for its employees. The plans pay a lump sum amount (instead of a pension) at retirement. The schemes do not hold any physical assets but instead the Group makes provision to cover the estimated retirement benefits liabilities. The provisions are determined and assessed based on actuarial valuations using the Projected Unit Credit Method.

The defined benefit plans expose the Group to actuarial risks, such as interest rate risk.

18. EMPLOYEE BENEFITS (CONTINUED)

Movement in the net defined benefit liability

The following table shows a reconciliation from the opening balance to the closing balance for net defined benefit liability and its components.

	Note	Group	
		2024 RM'000	2023 RM'000
Balance at 1 October 2023/2022		35,471	35,696
Included in profit or loss			
Current service cost		2,266	2,251
Past service credit		-	131
Loss on settlement		130	-
Interest cost		1,277	1,442
	25	3,673	3,824
Included in other comprehensive income			
Remeasurement loss/(gain)			
- Actuarial loss/(gain) arising from:			
- financial assumptions		742	(240)
- experience adjustments		(511)	(752)
	26	231	(992)
Effect of movements in exchange rates		(87)	577
		144	(415)
Others			
Benefits paid		(3,732)	(3,612)
Transfer		(45)	(22)
		(3,777)	(3,634)
Balance at 30 September		35,511	35,471

NOTES TO THE FINANCIAL STATEMENTS

18. EMPLOYEE BENEFITS (CONTINUED)

	Group	
	2024	2023
Principal actuarial assumptions used		
Discount rate (%)	2.22 - 4.52	2.18 - 4.70
Rate of increase in salaries (%)	3.00 - 6.00	3.00 - 6.00
Mortality rate (%)	0.02 - 3.00	0.02 - 3.00
Disability rate (%)	0.00 - 0.04	0.00 - 0.04
Retirement age (years)		
- Malaysia	60	60
- Thailand	60	60

The average duration of the defined benefit plan obligation at the end of the financial year is 11 years (2023: 11 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Discount rate		Rate of change in salaries	
	1% increase RM'000	1% decrease RM'000	1% increase RM'000	1% decrease RM'000
Group				
2024				
(Decrease)/Increase in defined benefit obligation	(2,897)	3,332	3,165	(2,812)
2023				
(Decrease)/Increase in defined benefit obligation	(2,862)	3,295	3,136	(2,783)

Although the analysis does not account to the full distribution of cash flows expected under the plan, it provides an approximation of the sensitivity of the assumptions shown.

NOTES TO THE FINANCIAL STATEMENTS

19. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Current					
Trade payables		291,773	309,773	-	-
Other payables					
- Accrued expenses		68,690	63,915	1,543	1,820
- Advertising and promotion		59,981	37,635	-	-
- Deposits	19.1	35,090	28,436	-	-
- Distributor incentives, discounts and rebates		72,686	64,752	-	-
- Interest		12,481	12,539	-	-
- Staff costs		69,626	61,334	9	8
- Sundry creditors		99,480	45,782	66	30
- Others		54,367	49,940	5	1
		472,401	364,333	1,623	1,859
Amounts due to:					
- Immediate holding company	19.2	897	664	-	-
- Subsidiaries	19.3	-	-	22	91,023
- Related companies	19.4	38,984	38,646	-	132
- Related parties	19.5	21,849	11,345	6	-
		61,730	50,655	28	91,155
		825,904	724,761	1,651	93,014

NOTES TO THE FINANCIAL STATEMENTS

19. TRADE AND OTHER PAYABLES (CONTINUED)

- 19.1 Included in deposits are amounts received from dealers amounting to RM18,314,000 (2023: RM12,926,000) which bear interest rates ranging from 2.60% to 2.80% (2023: 2.50% to 3.00%) per annum.
- 19.2 The amount due to immediate holding company is non-trade in nature, unsecured, repayable on demand and interest free.
- 19.3 The amounts due to subsidiaries are non-trade in nature, unsecured, repayable on demand and interest free. In the previous financial year, included within was a loan portion of RM90,700,000 which bore interest at 4.26% per annum.
- 19.4 The amounts due to related companies are trade in nature, except for non-trade portion for the Group and the Company amounting to RM19,704,000 (2023: RM19,040,000) and RM Nil (2023: RM132,000) respectively. Non-trade amounts are unsecured, repayable on demand and interest free. Related companies refer to the subsidiaries of Fraser and Neave, Limited.
- 19.5 The amounts due to related parties are trade in nature, except for non-trade portion for the Group and the Company amounting to RM15,978,000 (2023: RM6,860,000) and RM6,000 (2023: RM Nil) respectively. Non-trade amounts are unsecured, repayable on demand and interest free. Related parties are defined in Note 33.

20. CONTRACT LIABILITIES

Certain liabilities arose as a result of the Group's contracts with the customers as analysed below.

	Group	
	2024 RM'000	2023 RM'000
Trade incentives	104,843	76,558
Advances received from customers	3,434	8,709
	108,277	85,267

The Group recognised contract liabilities amounting to RM85,267,000 (2023: RM66,996,000) as revenue at the beginning of the period.

(a) Sale of goods with variable consideration

Some contracts for the sale of goods provide customers with trade incentives. Trade incentives give rise to variable consideration.

(b) Advances received from customers

Certain customers pay purchase consideration to the Group before the transfer of goods to the customer.

NOTES TO THE FINANCIAL STATEMENTS

21. REVENUE

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Revenue from contracts with customers	5,244,826	5,000,574	-	-
Other revenue				
Rental income	802	777	-	-
Dividend income from subsidiaries	-	-	1,009,984	369,356
	802	777	1,009,984	369,356
Total revenue	5,245,628	5,001,351	1,009,984	369,356

(a) Disaggregation of revenue

	F&B Malaysia		F&B Thailand		Property		Others		Total	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Group										
Primary geographical markets										
South East Asia	2,648,455	2,504,683	2,246,665	2,094,891	120	120	2,844	2,720	4,898,084	4,602,414
Middle East and Africa	107,498	161,954	3,192	7,105	-	-	-	-	110,690	169,059
Greater China	131,114	143,645	28,632	33,268	-	-	-	-	159,746	176,913
Other countries	63,753	41,266	12,553	10,922	-	-	-	-	76,306	52,188
	2,950,820	2,851,548	2,291,042	2,146,186	120	120	2,844	2,720	5,244,826	5,000,574
Timing and recognition										
At a point in time	2,950,820	2,851,548	2,291,042	2,146,186	120	120	2,844	2,720	5,244,826	5,000,574
Revenue from contracts with customers	2,950,820	2,851,548	2,291,042	2,146,186	120	120	2,844	2,720	5,244,826	5,000,574
Other revenue	-	-	-	-	652	641	150	136	802	777
Total revenue	2,950,820	2,851,548	2,291,042	2,146,186	772	761	2,994	2,856	5,245,628	5,001,351

NOTES TO THE FINANCIAL STATEMENTS

21. REVENUE (CONTINUED)

(b) Nature of goods and services

The following information reflects the typical transactions of the Group and the Company:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable element in consideration
Food and beverages	Revenue is recognised when the goods are delivered and accepted by the customers at their premises.	Credit period ranging from 30 to 60 days from invoice date.	Trade incentives, discounts, returns and other rebates are awarded to customers as contracted and where relevant, subject to certain terms and conditions.
Dividend income	Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.	Not applicable.	Not applicable.

(c) Significant judgements and assumptions arising from revenue recognition

The Group estimates the variable consideration for expected future incentives based on maximum achievement criteria of set targets.

22. FINANCE INCOME

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Interest income of financial assets calculated using the effective interest method that are:				
- at amortised cost	25,049	13,552	-	108
- other finance income	-	86	4,142	1,859
	25,049	13,638	4,142	1,967
Recognised in profit or loss	25,049	13,638	4,142	1,967

23. FINANCE COSTS

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Interest expense of financial liabilities that are not at fair value through profit or loss:				
- bank borrowings	32,196	31,617	-	-
Interest expense on lease liabilities	3,425	3,643	-	-
Other finance costs	698	410	1,678	8,427
	36,319	35,670	1,678	8,427
Recognised in profit or loss	36,319	35,670	1,678	8,427

24. TAX EXPENSE

Recognised in profit or loss

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Current tax expense				
Current year	172,279	88,688	33,409	459
(Over)/Under provision in prior years	(2,314)	(1,370)	550	35
	169,965	87,318	33,959	494
Deferred tax expense				
Origination of temporary differences	11,508	8,465	-	-
Under/(Over) provision in prior years	2,352	(1,330)	-	-
Tax benefits arising from previously unrecognised reinvestment allowances	(31,094)	(11,809)	-	-
11	(17,234)	(4,674)	-	-
Total tax expense	152,731	82,644	33,959	494

NOTES TO THE FINANCIAL STATEMENTS

24. TAX EXPENSE (CONTINUED)

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Reconciliation of tax expense				
Profit before tax	697,039	624,672	1,000,760	354,473
Income tax calculated using Malaysian tax rate of 24% (2023: 24%)	167,289	149,921	240,182	85,074
Effect of tax rates in foreign jurisdictions	(18,771)	(15,376)	-	-
Tax exempt income	(21,066)	(55,233)	(242,395)	(88,981)
Non-deductible expenses	22,851	18,069	3,205	4,366
Recognition of previously unrecognised reinvestment allowances	(22,457)	(11,809)	-	-
Utilisation of previously unrecognised reinvestment allowances	(8,637)	-	-	-
Under/(Over) provision in prior years	38	(2,700)	550	35
Foreign withholding tax	33,195	675	32,417	-
Others	289	(903)	-	-
Total tax expense	152,731	82,644	33,959	494
Effective tax rate	21.9%	13.2%	3.4%	0.1%

Promotional privileges

By virtue of the provisions of the Industrial Investment Promotion Act B.E. 2520 in Thailand, the Company's wholly-owned subsidiary, F&N Dairies (Thailand) Limited has been granted privileges by the Thailand Board of Investment relating to the manufacture of products from fresh milk, which consist of sweetened beverage creamer, sweetened condensed milk, sweetened condensed product and milk tablet, pursuant to the promotion certificate No. 61-0607-1-00-1-0 issued on 25 May 2018 and pasteurised milk, sweetened beverage creamer, sweetened condensed milk and soy milk, pursuant to the promotion certificate No. 64-0391-1-00-1-0 issued on 7 April 2021. The privileges granted include:

- (a) exemption from payment of import duty on machinery approved by the Thailand Board of Investment.
- (b) exemption from payment of income tax for certain operations, capped at 100% of the investment, for a period of six years for the promotion certificate No. 61-0607-1-00-1-0 from the date on which the income is first derived from such operations (financial year ended 30 September 2020). The promotional privileges under this certificate was fully utilised during the financial year.
- (c) exemption from payment of income tax for certain operations, capped at 100% of the investment, for a period of five years for the promotion certificate No. 64-0391-1-00-1-0 from the date on which the income is first derived from such operations (financial year ended 30 September 2022).

As a promoted company, F&N Dairies (Thailand) Limited must comply with certain terms and conditions prescribed in the promotional certificate.

NOTES TO THE FINANCIAL STATEMENTS

25. PROFIT FOR THE YEAR

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Profit for the year is arrived at after charging/(crediting):					
Auditors' remuneration					
Audit fees:					
- KPMG PLT		1,000	1,191	148	126
- Overseas affiliates of KPMG PLT		307	276	-	-
- Other auditors		41	36	-	-
Non-audit fees:					
- KPMG PLT		94	253	80	224
- Local affiliates of KPMG PLT		775	129	304	-
- Overseas affiliates of KPMG PLT		45	44	-	-
Material expenses/(income)					
Advertising and promotion expenses		267,104	217,841	-	-
Amortisation of intangible assets	7	7,475	6,613	-	-
Bad debts recovered		(80)	(58)	-	-
Change in fair value of investment properties	5	-	7,080	-	-
Depreciation of property, plant and equipment	3	120,201	116,794	-	-
Depreciation of right-of-use assets	4	17,009	22,894	-	-
Distributor incentives, discounts and rebates		868,101	813,730	-	-
Impairment loss:					
- Investment in subsidiaries	8	-	-	1,404	5,144
- Plant and equipment	3	1,604	36,725	-	-
Insurance claim receivables		(9,302)	(8,000)	-	-
Inventories written down	13	17,788	10,853	-	-
Inventories written off	13	7,333	7,025	-	-
Net fair value loss/(gain) on derivatives		1,887	2	(305)	-
Net gain on disposal of plant and equipment		(196)	(560)	-	-
Net realised foreign exchange loss/(gain)		5,794	(5,238)	704	(721)
Net unrealised foreign exchange loss/(gain)		16,256	(2,770)	5,243	(549)
Plant and equipment written off		4,409	1,095	-	-
Property development costs written off	6	1,968	-	-	-
Rental income from premises		(877)	(866)	-	-

NOTES TO THE FINANCIAL STATEMENTS

25. PROFIT FOR THE YEAR (CONTINUED)

		Group		Company	
	Note	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Material expenses/(income) (continued)					
Remeasurement gain of the previously held equity interest in an associate	a	-	(89,256)	-	-
Reversal of impairment loss:					
- Intangible assets	7	-	(294)	-	-
- Plant and equipment	3	(7,972)	(3,042)	-	-
Reversal of inventories written down	13	(14,154)	(7,570)	-	-
Royalties:					
- Related companies		77,869	75,013	-	-
- Related parties		89	75	-	-
- Third parties		106,403	98,153	-	-
Personnel expenses (including compensation of key management personnel)					
- Contributions to state plans		29,962	30,361	-	-
- Expenses related to defined benefit plans	18	3,673	3,824	-	-
- Employee share-based expense		13,082	12,037	-	-
- Termination benefits		6,383	-	-	-
- Wages, salaries and others		330,078	326,136	-	-
Expenses arising from leases:					
Expenses relating to short-term leases	b	268	1,247	-	-
Expenses relating to leases of low-value assets	b	1,919	1,663	-	-
Expenses relating to variable lease payments not included in the measurement of lease liabilities		13,844	11,467	-	-

Note a

In the previous financial year, the Group acquired additional shares in its associate and obtained control over the associate, Cocoaland Holdings Berhad (“Cocoaland”). This relates to a one-off gain arising from remeasurement of the Group’s previously held equity interest in Cocoaland at its acquisition-date, as required under MFRS 3, *Business Combinations* following the step acquisition on Cocoaland (Note 8).

Note b

The Group leases photocopiers and others with contract terms of 1 to 5 years. These leases are short-term and/or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

NOTES TO THE FINANCIAL STATEMENTS

26. OTHER COMPREHENSIVE (EXPENSE)/INCOME

	Note	2024 RM'000	2023 RM'000
Group			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit liability	18	(231)	992
Revaluation of property, plant and equipment upon transfer of properties to investment properties	3	-	2,282
Deferred tax	11	49	(245)
		(182)	3,029
Items that are or may be reclassified subsequently to profit or loss			
Foreign currency translation differences for foreign operations		(12,072)	41,937
		(12,254)	44,966

27. EARNINGS PER ORDINARY SHARE

(a) Basic earnings per ordinary share

The calculation of basic earnings per ordinary share at 30 September 2024 was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

	Group	
	2024 RM'000	2023 RM'000
Profit for the year attributable to owners of the Company	542,766	536,899

NOTES TO THE FINANCIAL STATEMENTS

27. EARNINGS PER ORDINARY SHARE (CONTINUED)

(a) Basic earnings per ordinary share (continued)

	2024 '000	2023 '000
Weighted average number of ordinary shares net of shares held by SGP Trust	366,235	366,427
Basic earnings per ordinary share (sen)	148.2	146.5

(b) Diluted earnings per ordinary share

The calculation of diluted earnings per ordinary share at 30 September 2024 was based on profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares, calculated as follows:

	Group	
	2024 RM'000	2023 RM'000
Profit for the year attributable to owners of the Company	542,766	536,899

	2024 '000	2023 '000
Weighted average number of ordinary shares net of shares held by SGP Trust	366,235	366,427
Adjustment for dilutive potential shares under SGP plan	1,003	971
Adjusted weighted average number of ordinary shares net of shares held by SGP Trust	367,238	367,398
Diluted earnings per ordinary share (sen)	147.8	146.1

NOTES TO THE FINANCIAL STATEMENTS

28. DIVIDENDS

Dividends recognised by the Company:

	Sen per share	Total amount RM'000	Date of payment
2024			
Final ordinary dividend 2023	33.0	121,037	6 February 2024
Final special dividend 2023	17.0	62,352	6 February 2024
Interim ordinary dividend 2024	30.0	110,034	31 May 2024
		293,423	

2023

Final ordinary dividend 2022	33.0	121,037	10 February 2023
Interim ordinary dividend 2023	27.0	99,030	1 June 2023
		220,067	

After the end of the financial year, the following dividends were proposed by the Directors. This dividend will be recognised in subsequent financial year upon approval by the owners of the Company.

	Sen per amount	Total share RM'000
Final ordinary dividend 2024	33.0	121,037

29. OPERATING SEGMENTS

The Group's operating businesses are recognised according to products and services, namely F&B Malaysia, F&B Thailand, Property and others which are the Group's strategic business units. For each of the strategic business unit, the CODM (i.e. the Group's Chief Executive Officer) reviews internal management reports at least on a quarterly basis.

Segment performance is evaluated based on operating profit as included in the internal management reports that are reviewed by the CODM.

NOTES TO THE FINANCIAL STATEMENTS

29. OPERATING SEGMENTS (CONTINUED)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by operating businesses:

Financial year ended 30 September 2024	Note	F&B Malaysia RM'000	F&B Thailand RM'000	Property RM'000	Others RM'000	Total RM'000
Revenue						
Total revenue		2,950,820	2,308,777	2,628	105,394	5,367,619
Inter-segment		-	(17,735)	(1,856)	(102,400)	(121,991)
External		2,950,820	2,291,042	772	2,994	5,245,628
Results						
Operating profit		305,372	449,930	(3,860)	(41,934)	709,508
Finance income	29.1	-	-	-	-	25,049
Finance costs	29.1	-	-	-	-	(36,319)
Share of loss of equity-accounted joint venture, net of tax		-	-	(1,199)	-	(1,199)
Income tax expense		(46,310)	(68,778)	239	(37,882)	(152,731)
Profit for the year						544,308
Other information						
Segment assets		2,558,178	965,106	106,327	609,613	4,239,224
Investment in a joint venture		-	-	86,512	-	86,512
Deferred tax assets		3,927	7,607	2,337	-	13,871
Cash and cash equivalents	29.1	-	-	-	-	1,134,870
Total assets						5,474,477
Liabilities						
Segment liabilities		541,382	403,579	816	81,034	1,026,811
Loans and borrowings	29.1	-	-	-	-	706,000
Deferred tax liabilities		102,900	-	548	-	103,448
Current tax liabilities		13,391	36,709	(105)	1,373	51,368
Total liabilities						1,887,627
Others						
Purchase of property, plant and equipment and intangible assets		57,210	6,014	16	196,747	259,987
Depreciation of property, plant and equipment and amortisation of intangible assets		84,780	40,031	2	2,863	127,676
Purchase of right-of-use assets		3,810	4,826	-	18,334	26,970
Depreciation of right-of-use assets		7,430	6,073	-	3,506	17,009

NOTES TO THE FINANCIAL STATEMENTS

29. OPERATING SEGMENTS (CONTINUED)

Financial year ended 30 September 2023	Note	F&B Malaysia RM'000	F&B Thailand RM'000	Property RM'000	Others RM'000	Total RM'000
Revenue						
Total revenue		2,851,548	2,183,587	2,730	86,975	5,124,840
Inter-segment		-	(37,401)	(1,969)	(84,119)	(123,489)
External		2,851,548	2,146,186	761	2,856	5,001,351
Results						
Operating profit		204,265	371,846	(9,017)	75,848	642,942
Finance income	29.1	-	-	-	-	13,638
Finance costs	29.1	-	-	-	-	(35,670)
Share of profit of equity-accounted associate, net of tax		-	-	-	3,913	3,913
Share of loss of equity-accounted joint venture, net of tax		-	-	(151)	-	(151)
Income tax expense		(37,877)	(41,518)	1,953	(5,202)	(82,644)
Profit for the year						542,028
Other information						
Segment assets		2,591,258	1,039,710	108,284	241,450	3,980,702
Investment in a joint venture		-	-	87,711	-	87,711
Deferred tax assets		3,244	6,395	2,031	-	11,670
Cash and cash equivalents	29.1	-	-	-	-	1,031,534
Total assets						5,111,617
Liabilities						
Segment liabilities		481,852	403,004	812	17,731	903,399
Loans and borrowings	29.1	-	-	-	-	710,000
Deferred tax liabilities		117,817	-	547	116	118,480
Current tax liabilities		8,010	17,973	(109)	2,263	28,137
Total liabilities						1,760,016
Others						
Purchase of property, plant and equipment and intangible assets		78,242	18,455	-	11,701	108,398
Depreciation of property, plant and equipment and amortisation of intangible assets		85,607	35,171	275	2,354	123,407
Purchase of right-of-use assets		7,526	889	-	-	8,415
Depreciation of right-of-use assets		13,057	6,596	-	3,241	22,894

NOTES TO THE FINANCIAL STATEMENTS

29. OPERATING SEGMENTS (CONTINUED)

29.1 Group financing (including finance costs), cash and cash equivalents and loans and borrowings are managed on a group basis and are not allocated to operating segments.

Geographical segments

The Group operates significantly in South East Asia region.

In presenting information on the basis of geographical segments, segment revenue is based on geographical location of customers. Segment non-current assets are based on the geographical location of the assets and exclude investment in an associate, investment in a joint venture and deferred tax assets.

Geographical information

	Revenue		Non-current assets	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
South East Asia	4,898,886	4,603,191	2,640,905	2,502,988
Middle East & Africa	110,690	169,059	159	94
Greater China	159,746	176,913	34	47
Other countries	76,306	52,188	-	-
	5,245,628	5,001,351	2,641,098	2,503,129

Non-current assets information presented above consist of the following items as presented in the consolidated statement of financial position:

	Group	
	2024 RM'000	2023 RM'000
Property, plant and equipment	1,727,688	1,592,064
Right-of-use assets	367,132	359,766
Investment properties	63,000	63,000
Properties held for development	52,965	54,933
Intangible assets	430,313	433,366
	2,641,098	2,503,129

NOTES TO THE FINANCIAL STATEMENTS

29. OPERATING SEGMENTS (CONTINUED)

Geographical information (continued)

The Group has a large and diversified customer base which consists of individuals and corporations. Except as mentioned below, there were no other major customers with revenue equal or more than 10% of the Group's total revenue.

Major customer

The following is a major customer with revenue equal or more than 10% of the Group's total revenue:

	Segment	Group	
		2024 RM'000	2023 RM'000
Customer A	F&B Thailand	537,597	516,285

30. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The table below provides an analysis of financial instruments as follows:

- (i) Fair value through profit or loss ("FVTPL")
 - Mandatorily required by MFRS 9; and
- (ii) Amortised cost ("AC").

	Note	Carrying amount RM'000	FVTPL RM'000	AC RM'000
2024				
Financial assets				
Group				
Trade and other receivables	30.1	671,620	-	671,620
Derivative financial assets	14	311	311	-
Cash and cash equivalents	15	1,134,870	-	1,134,870
		1,806,801	311	1,806,490
Company				
Other receivables	12	9,506	-	9,506
Cash and cash equivalents	15	268,822	-	268,822
		278,328	-	278,328

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (continued)

	Note	Carrying amount RM'000	FVTPL RM'000	AC RM'000
Financial liabilities				
Group				
Trade and other payables	30.2	804,893	-	804,893
Derivative financial liabilities	14	2,171	2,171	-
Loans and borrowings	17	706,000	-	706,000
		1,513,064	2,171	1,510,893
Company				
Other payables	19	1,646	-	1,646
2023				
Financial assets				
Group				
Trade and other receivables	30.1	683,993	-	683,993
Derivative financial assets	14	49	49	-
Cash and cash equivalents	15	1,031,534	-	1,031,534
		1,715,576	49	1,715,527
Company				
Other receivables	12	5,113	-	5,113
Cash and cash equivalents	15	22,241	-	22,241
		27,354	-	27,354
Financial liabilities				
Group				
Trade and other payables	30.2	708,318	-	708,318
Derivative financial liabilities	14	24	24	-
Loans and borrowings	17	710,000	-	710,000
		1,418,342	24	1,418,318
Company				
Other payables	19	93,014	-	93,014

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (continued)

30.1 Trade and other receivables of the Group and of the Company amounting to RM181,235,000 (2023: RM29,349,000) and RM4,000 (2023: RM314,000) respectively are not regarded as financial assets. These include prepayments, down payments and other tax recoverable.

30.2 Trade and other payables of the Group and of the Company amounting to RM21,011,000 (2023: RM16,443,000) and RM5,000 (2023: Nil) respectively are not regarded as financial liabilities. These include provision for unconsumed annual leave and other tax payable.

(b) Net gains and losses arising from financial instruments

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Net (losses)/gains on:				
Fair value through profit or loss				
- Mandatorily required by MFRS 9	(1,887)	(2)	(305)	-
Financial assets at amortised cost	1,311	20,213	(1,805)	3,237
Financial liabilities at amortised cost	(32,893)	(32,028)	(1,678)	(8,427)
	(33,469)	(11,817)	(3,788)	(5,190)

(c) Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

(d) Credit risk

Credit risk is the risk of a financial loss to the Group or the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers. The Company's exposure to credit risk arises principally from loans and advances to subsidiaries and financial guarantees given to banks for credit facilities granted to certain subsidiaries of the Company. There are no significant changes as compared to the previous financial year.

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Credit risk (continued)

Trade receivables

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on customers requiring credit over a certain amount. Certain customers are required to have collateral in the form of financial assets and/or bank guarantees.

At each reporting date, the Group assesses whether any of the trade receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

There are no significant changes as compared to the previous financial year.

Exposure to credit risk, credit quality and collateral

As at the end of the financial year, the maximum exposure to credit risk arising from trade receivables is represented by the carrying amounts in the statement of financial position.

The Group receives financial guarantees given by banks, shareholders or directors of customers in managing exposure to credit risks. At the end of the financial year, financial guarantees received by the Group amounted to RM187,793,000 (2023: RM177,106,000) arising from trade receivables of RM573,394,000 (2023: RM573,969,000). The remaining balance of trade receivables are not secured by any collateral or supported by any other credit enhancements.

Recognition and measurement of impairment losses

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 30 days. The Group's debt recovery process is as follows:

- a) Above 30 days past due after credit term, the Group will start to initiate a structured debt recovery process which is monitored by the credit management team; and
- b) Above 90 days past due after credit term, the Group will commence legal proceedings against the customer.

The Group uses an allowance matrix to measure ECLs of trade receivables for all segments. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to 90 days past due.

Loss rates are based on actual credit loss experience over the past five years. The Group also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables.

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Credit risk (continued)

Trade receivables (continued)

Recognition and measurement of impairment losses (continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at the end of the financial year which are grouped together as they are expected to have similar risk nature.

	2024			2023		
	Gross carrying amount RM'000	Loss allowances RM'000	Net balance RM'000	Gross carrying amount RM'000	Loss allowances RM'000	Net balance RM'000
Group						
Current (not past due)	480,913	(1,090)	479,823	447,321	(460)	446,861
1-30 days past due	91,543	(527)	91,016	104,182	(607)	103,575
31-60 days past due	2,528	(533)	1,995	4,499	(139)	4,360
61-90 days past due	653	(330)	323	691	(284)	407
	575,637	(2,480)	573,157	556,693	(1,490)	555,203
Credit impaired						
More than 90 days past due	500	(263)	237	21,603	(2,837)	18,766
Individually impaired	5,081	(5,081)	-	2,886	(2,886)	-
	581,218	(7,824)	573,394	581,182	(7,213)	573,969

There are trade receivables where the Group has not recognised any loss allowance as the trade receivables are supported by collateral such as bank guarantees, properties and other credit enhancement in managing exposure to credit risk.

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Credit risk (continued)

Trade receivables (continued)

Recognition and measurement of impairment losses (continued)

The movements in the allowance for impairment in respect of trade receivables during the financial year are shown below:

	Lifetime ECL RM'000	Credit impaired RM'000	Total RM'000
Group			
Balance at 1 October 2022	3,197	2,702	5,899
Amount written off	-	(431)	(431)
Net remeasurement of loss allowance	873	560	1,433
Acquisition of subsidiaries	257	-	257
Effect of movements in exchange rates	-	55	55
Balance at 30 September 2023/1 October 2023	4,327	2,886	7,213
Amount written off	-	(1,001)	(1,001)
Net remeasurement of loss allowance	(1,584)	3,272	1,688
Effect of movements in exchange rates	-	(76)	(76)
Balance at 30 September 2024	2,743	5,081	7,824

As at 30 September 2024, RM1,001,000 (2023: RM431,000) of trade receivables were written off but they are still subject to enforcement activity.

Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the end of the financial year, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

These banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

Financial guarantees

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to the subsidiaries. The Company monitors the ability of the subsidiary to service its loans on an individual basis.

30. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Credit risk (continued)

Financial guarantees (continued)

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk amounts to RM789,701,000 (2023: RM824,488,000) representing the outstanding banking facilities of the subsidiary as at end of the financial year.

The financial guarantees are provided as credit enhancements to the subsidiary's secured loans.

Recognition and measurement of impairment loss

As at the end of the financial year, there was no indication that the subsidiary would default on repayment.

Inter-company advances

Risk management objectives, policies and processes for managing the risk

The Company provides advances to subsidiaries. The Company monitors the ability of the subsidiaries to repay the advances on an individual basis.

Exposure to credit risk, credit quality and collateral

As at the end of the financial year, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

Advances provided are not secured by any collateral or supported by any other credit enhancements.

Recognition and measurement of impairment loss

As at the end of the financial year, there was no indication that the advances to the subsidiaries are not recoverable.

(e) Liquidity risk

Liquidity risk is the risk that the Group or the Company will not be able to meet its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises principally from its various payables, loans and borrowings.

The Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

NOTES TO THE FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(e) Liquidity risk (continued)

Maturity analysis

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the financial year based on undiscounted contractual payments:

	Note	Carrying amount RM'000	Contractual interest rate/ Discount rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000
2024							
Group							
Interest-bearing borrowings	17	706,000	4.01 - 5.27	789,701	145,648	644,053	-
Financial guarantees		-	-	28,460	28,460	-	-
Trade and other payables		786,579	-	786,565	786,565	-	-
Other payables - interest-bearing deposits	30(f)(ii)	18,314	2.60 - 2.80	18,879	18,879	-	-
Lease liabilities		54,948	3.80 - 6.27	84,603	11,832	22,399	50,372
		1,565,841		1,708,208	991,384	666,452	50,372
<i>Derivative financial liabilities</i>							
Forward exchange contracts (gross settled):							
- Outflow	14	2,171	-	67,567	67,567	-	-
- Inflow		-	-	(65,396)	(65,396)	-	-
		1,568,012		1,710,379	993,555	666,452	50,372
Company							
Financial guarantees		-	-	789,701	789,701	-	-
Other payables	19	1,651	-	1,651	1,651	-	-
		1,651		791,352	791,352	-	-

30. FINANCIAL INSTRUMENTS (CONTINUED)

(e) Liquidity risk (continued)

Maturity analysis (continued)

	Note	Carrying amount RM'000	Contractual interest rate/ Discount rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000
2023							
Group							
Interest-bearing borrowings	17	710,000	3.95 - 5.09	824,488	35,691	704,856	83,941
Financial guarantees		-	-	22,866	22,866	-	-
Trade and other payables		695,392	-	695,392	695,392	-	-
Other payables - interest-bearing deposits	30(f)(ii)	12,926	2.50 - 3.00	13,292	13,292	-	-
Lease liabilities		57,876	3.80 - 6.27	91,111	12,881	23,605	54,625
		1,476,194		1,647,149	780,122	728,461	138,566
<i>Derivative financial liabilities</i>							
Forward exchange contracts (gross settled):							
- Outflow	14	24	-	1,239	1,239	-	-
- Inflow		-	-	(1,215)	(1,215)	-	-
		1,476,218		1,647,173	780,146	728,461	138,566
Company							
Financial guarantees		-	-	824,488	824,488	-	-
Other payables	19	93,014	-	93,014	93,014	-	-
		93,014		917,502	917,502	-	-

(f) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other prices that will affect the Group's financial position or cash flows.

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(f) Market risk (continued)

(f)(i) Currency risk

The Group is exposed to foreign currency risk on cash and cash equivalents, sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities. The currencies giving rise to this risk are primarily United States Dollar (“USD”), Chinese Yuan (“CNY”) and Australian Dollar (“AUD”).

Risk management objectives, policies and processes for managing the risk

The Group hedges a portion of its foreign currency denominated trade payables. The Group uses forward exchange contracts to hedge its foreign currency risk. Most of the forward exchange contracts have maturities of less than one year after the end of the financial year. Where necessary, the forward exchange contracts are rolled over at maturity.

Exposure to foreign currency risk

The Group’s exposure to foreign currency (a currency which is other than the functional currency of the Group entities) risk, based on carrying amounts as at the end of the financial year was:

	Denominated in		
	USD RM’000	CNY RM’000	AUD RM’000
Group			
2024			
Balances recognised in the statement of financial position			
Cash and cash equivalents	99,998	-	-
Receivables	93,100	65,354	-
Payables	(21,392)	(288)	(1,553)
Net exposure	171,706	65,066	(1,553)
2023			
Balances recognised in the statement of financial position			
Cash and cash equivalents	73,486	-	-
Receivables	50,527	-	-
Payables	(34,863)	-	(1,069)
Net exposure	89,150	-	(1,069)

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(f) Market risk (continued)

(f)(i) Currency risk (continued)

Currency risk sensitivity analysis

Foreign currency risk arises from Group entities which have a RM functional currency. The exposure to currency risk of Group entities which do not have a RM functional currency is not material and hence, sensitivity analysis is not presented.

A 10% (2023: 10%) strengthening of the following currencies against RM at the end of the financial year would have increased or decreased, respectively pre-tax profit or loss by the amounts shown below. This analysis assumes that all other variables remained constant.

	Group	
	2024 RM’000	2023 RM’000
USD	17,171	8,915
CNY	6,507	-
AUD	(155)	(107)

A 10% (2023: 10%) weakening of the above currencies against RM at the end of the reporting financial year would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remained constant.

(f)(ii) Interest rate risk

The Group’s investments in its fixed rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group’s variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Short-term receivables and payables are not significantly exposed to interest rate risk.

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(f) Market risk (continued)

(f)(ii) Interest rate risk (continued)

Exposure to interest rate risk

The interest rate profile of the Group's and the Company's interest-bearing financial instruments, based on carrying amounts as at the end of the financial year are as follows:

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Fixed rate instruments					
Short-term deposits	15	438,781	471,737	266,713	20,900
Loans and borrowings	17	(610,000)	(610,000)	-	-
Other payables – interest-bearing deposits	30(e)	(18,314)	(12,926)	-	-
		(189,533)	(151,189)	266,713	20,900
Floating rate instruments					
Short-term deposits		231,169	20,032	-	-
Cash and bank balances		447,815	527,033	2,109	1,340
Loans and borrowings	17	(96,000)	(100,000)	-	-
Loan from a subsidiary		-	-	-	(90,700)
		582,984	447,065	2,109	(89,360)

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(f) Market risk (continued)

(f)(ii) Interest rate risk (continued)

Interest rate risk sensitivity analysis

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the financial year would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change in 100 basis points in interest rates would have decreased or increased pre-tax profit or loss of the Group and Company by the amounts shown below.

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Floating rate instruments	5,830	4,471	21	(894)

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(g) Fair value information

The carrying amounts of cash and cash equivalents, short-term receivables and payables, and short-term loans and borrowings reasonably approximate their fair values due to the relatively short-term nature of these financial instruments. The carrying amount of floating long-term loans and borrowings approximate its fair value as it is floating rate instruments that are re-priced to market interest rates on or near the reporting date. The table below analyses financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with fair values and carrying amounts shown in the statements of financial position.

		Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value RM'000	Carrying amount RM'000
	Note	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000		
Group											
2024											
Financial asset											
Derivative financial assets	14	-	311	-	311	-	-	-	-	311	311
Financial liabilities											
Derivative financial liabilities	14	-	2,171	-	2,171	-	-	-	-	2,171	2,171
Fixed-rate loans and borrowings	17	-	-	-	-	-	-	487,507	487,507	487,507	500,000
		-	2,171	-	2,171	-	-	487,507	487,507	489,678	502,171
2023											
Financial asset											
Derivative financial assets	14	-	49	-	49	-	-	-	-	49	49
Financial liabilities											
Derivative financial liabilities	14	-	24	-	24	-	-	-	-	24	24
Fixed-rate loans and borrowings	17	-	-	-	-	-	-	606,337	606,337	606,337	610,000
		-	24	-	24	-	-	606,337	606,337	606,361	610,024

NOTES TO THE FINANCIAL STATEMENTS

30. FINANCIAL INSTRUMENTS (CONTINUED)

(g) Fair value information (continued)

Level 2 fair value

Derivatives

The fair value of a forward exchange contract is estimated by taking the difference of the future cash flows arising from the derivative financial instrument, each discounted by their respective risk-free rate (based on government bonds) to the measurement date based on residual maturity of the foreign exchange contract.

Transfers between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and Level 2 fair values during the financial year (2023: no transfer in either directions).

Level 3 fair value

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the key unobservable inputs used in the valuation models.

Financial instruments not carried at fair value

Type	Description of valuation technique and inputs used
Loans and borrowings	Discounted cash flows method using a rate based on the current market rate of borrowing of the respective Group entities at the reporting date.

Valuation processes applied by the Group for Level 3 fair value

The Group has an established control framework with respect to the measurement of fair values of financial instruments. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the management. The finance team regularly reviews significant unobservable inputs and valuation adjustments.

NOTES TO THE FINANCIAL STATEMENTS

31. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Directors monitor and are determined to maintain an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements.

The Group and the Company monitor and maintain a prudent level of total debt to total equity attributable to owners of the Company ratio to optimise shareholders' value and to ensure compliance with covenants under debt agreements. The debt-to-equity ratio of the Group is as follows:

	Note	Group	
		2024 RM'000	2023 RM'000
Total loans and borrowings	17	706,000	710,000
Total lease liabilities		54,948	57,876
Total debts		760,948	767,876
Equity attributable to owners of the Company		3,576,009	3,343,200
Debt to equity ratio		21%	23%

32. CAPITAL AND OTHER COMMITMENTS

Capital expenditure commitments

	Group	
	2024 RM'000	2023 RM'000
Property, plant and equipment		
Contracted but not provided for	960,237	106,421

33. RELATED PARTIES

Identity of related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly and entities that provides key management personnel services to the Group. The key management personnel include all the Directors of the Group and certain members of senior management of the Group.

The Group has related party relationship with its holding companies, subsidiaries, non-controlling interest, related companies, related parties and key management personnel.

Significant related party transactions

Related party transactions had been entered into in the normal course of business under negotiated trade terms. The significant related party transactions of the Group and the Company are shown below. The balances related to the below transactions are shown in Notes 12 and 19.

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
A. F&NL Group					
Sales of goods		301,726	285,584	-	-
Purchases of goods		(192,591)	(153,279)	-	-
Royalties paid		(77,869)	(75,013)	-	-
Corporate service fees paid		(1,558)	-	-	-
Receipt of corporate service fees		2,841	2,907	-	-
Other expenses		(946)	(1,073)	-	-
B. Subsidiaries					
Dividend income		-	-	1,009,984	369,356
Finance income		-	-	-	108
Finance costs		-	-	(1,678)	(8,427)
C. Non-controlling interest					
Dividends paid		(599)	-	-	-
Proceeds from issue of shares by a subsidiary		1,497	-	-	-
Acquisition of Ladang Permai Damai Sdn Bhd	33.1	-	215,588	-	-

NOTES TO THE FINANCIAL STATEMENTS

33. RELATED PARTIES (CONTINUED)

Significant related party transactions (continued)

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
D. Thai Beverage Public Company Limited (“ThaiBev”) Group	33.2				
Sales of goods		9,834	8,558	-	-
Purchases of goods		(2,327)	(1,896)	-	-
Marketing expenses		(35,599)	(26,488)	-	-
Corporate service fees paid		(477)	(1,955)	-	-
Logistic expenses		(10,887)	-	-	-
Other expenses		(1,956)	(1,558)	-	-
E. Berli Jucker Public Company Limited Group	33.2				
Sales of goods		60,893	58,312	-	-
Purchases of goods		(2,535)	(2,682)	-	-
F. Frasers Property Limited Group	33.2				
Rental expenses		(6,187)	(6,216)	-	-
G. Other related parties of Siriwana Group	33.2				
Purchases of goods		(59,801)	(33,511)	-	-
Acquisition of leasehold land		(18,293)	-	-	-
Insurance premium paid		(1,733)	(1,736)	-	-
Other expenses		(1,667)	(1,751)	-	-

NOTES TO THE FINANCIAL STATEMENTS

33. RELATED PARTIES (CONTINUED)

Significant related party transactions (continued)

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
H. Adelfos Company Limited Group	33.3				
Corporate service fees paid		(1,254)	-	-	-
I. Key management personnel					
Non-Executive Directors					
Fees		1,646	1,592	1,646	1,592
Estimated monetary value of benefits-in-kind		42	49	42	49
		1,688	1,641	1,688	1,641
Other key management personnel					
Remuneration		18,087	15,725	-	-
Contributions to defined contribution plan		1,495	1,283	-	-
Share-based payments		3,055	1,142	-	-
		22,637	18,150	-	-
		24,325	19,791	1,688	1,641

NOTES TO THE FINANCIAL STATEMENTS

33. RELATED PARTIES (CONTINUED)

Significant related party transactions (continued)

33.1 In the previous financial year, the acquisition of the entire equity interest in Ladang Permai Damai Sdn Bhd was deemed a related party transaction by virtue of the Chairman and Non-Independent Non-Executive Director of F&NHB, Y.A.M. Tengku Syarif Bendahara Perlis Syed Badarudin Jamalullail ibni Almarhum Tuanku Syed Putra Jamalullail, being the brother of D.Y.M.M Tuanku Syed Sirajuddin ibni Almarhum Tuanku Syed Putra Jamalullail, Raja Perlis, who wholly-owns Dagang Permai Sdn Bhd (the non-controlling interest of Dagang Sejahtera Sdn Bhd (“DSSB”)) and Y.A.M. Dato’ Seri DiRaja Syed Razlan ibni Almarhum Tuanku Syed Putra Jamalullail, who is a director of DSSB.

Please refer to Note 8 on the details of acquisition.

33.2 These refer to companies and entities which are controlled by Tan Sri Charoen Sirivadhanabhakdi and the estate of the late Puan Sri Wanna Sirivadhanabhakdi (collectively known as the “ultimate major shareholders of Siriwana Group”) who has a deemed indirect interest in the Company, held through F&NL pursuant to Section 8 of the Companies Act 2016.

33.3 These refer to companies and entities which are controlled by family members of ultimate major shareholders of Siriwana Group.

The number of Directors of the Company whose total remuneration during the current and previous financial years within the following bands is analysed below:

Remuneration (RM)	Non-Executive Directors	
	2024	2023
0 – 50,000	1	2
50,001 – 100,000	-	-
100,001 – 150,000	6	8
150,001 – 200,000	4	2
200,001 – 250,000	-	-
250,001 – 300,000	1	1

34. SUBSEQUENT EVENTS

- (a) On 1 October 2024, Fraser & Neave (Malaya) Sdn Bhd (“F&NM”, a direct wholly-owned subsidiary of F&NHB) entered into a share purchase agreement with F&N International Market Sdn Bhd (“F&NIM”, a 50.1% owned subsidiary of F&NHB) pursuant to which F&NM agrees to transfer its entire stake of 300,000 shares in Fraser and Neave MENA DWC-LLC (“F&N MENA”, and the F&N MENA shares being transferred, the “F&N MENA Shares”, and the transfer, the “F&N MENA Share Transfer”) to F&NIM for a total cash consideration of AED1.00 (approximately RM1.12). The F&N MENA Shares comprise 100% of the issued share capital of F&N MENA, which is incorporated in the United Arab Emirates. Completion of the F&N MENA Share Transfer is subject to, inter alia, the obtainment of relevant regulatory approvals following which F&N MENA will become a direct wholly-owned subsidiary of F&NIM; and F&NHB will hold an indirect 50.1% interest in F&N MENA via its 50.1% interest in F&NIM. The F&N MENA Share Transfer has yet to be completed as of the date of this report.
- (b) On 1 October 2024, F&NIM entered into an equity transfer agreement with F&N Foods Pte Ltd (“F&NF”), a direct wholly-owned subsidiary of F&NL, pursuant to which F&NF agreed to transfer its entire stake in F&N International Foods (GZ) Co., Ltd. (“F&NIFG”, representing 100% of F&NIFG’s equity interest, the “F&NIFG Stake”, and the transfer, the “F&NIFG Share Transfer”) to F&NIM for a total cash consideration of RMB1,834,159 (approximately RM1,191,725). Completion of the F&NIFG Share Transfer is subject to, inter alia, the obtainment of relevant regulatory approvals following which F&NIFG will become a direct wholly-owned subsidiary of F&NIM; and F&NHB will hold an indirect 50.1% interest in F&NIFG via its 50.1% interest in F&NIM. The F&NIFG Share Transfer has yet to be completed as of the date of this report.

35. SIGNIFICANT EVENT

On 15 February 2024, F&N Foods (Cambodia) Co., Ltd., a wholly-owned subsidiary of F&NHB entered into a lease agreement with Suvannaphum Investment Co., Ltd., a company which is controlled by ultimate major shareholders of Siriwana Group, for the lease of a parcel of land in Cambodia’s Suvannaphum Special Economic Zone at a total lease consideration of US\$3,864,000 (approximately RM18,293,000) and for a term of 50 years for the purpose of setting up a dairy manufacturing facility to strengthen the Group’s presence in Cambodia.

STATEMENT BY DIRECTORS

pursuant to Section 251(2) of the Companies Act 2016

In the opinion of the Directors, the financial statements set out on pages 170 to 269 are drawn up in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board, IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 30 September 2024 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

.....
Y.A.M. Tengku Syarif Bendahara Perlis
Syed Badarudin Jamalullail ibni
Almarhum Tuanku Syed Putra Jamalullail
Director

.....
Mr. Hui Choon Kit
Director

Date: 18 November 2024

STATUTORY DECLARATION

pursuant to Section 251(1)(b) of the Companies Act 2016

I, **Mr. Tiong Yean Yau**, the Chief Financial Officer primarily responsible for the financial management of Fraser & Neave Holdings Bhd, do solemnly and sincerely declare that the financial statements set out on pages 170 to 269 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed Mr. Tiong Yean Yau, I/C No: 731203-08-5577, at Selangor, Malaysia on 18 November 2024.

.....
Mr. Tiong Yean Yau

Before me:

Commissioner for Oaths
Malaysia

INDEPENDENT AUDITORS’ REPORT

TO THE MEMBERS OF FRASER & NEAVE HOLDINGS BHD

(Registration No. 196101000155 (4205-V))

(Incorporated in Malaysia)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of Fraser & Neave Holdings Bhd, which comprise the statements of financial position as at 30 September 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 170 to 269.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 September 2024, and of their financial performance and their cash flows for the year then ended in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board (“MFRS Accounting Standards”), IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) and the requirements of the Companies Act 2016 in Malaysia.

BASIS FOR OPINION

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors’ Responsibilities for the Audit of the Financial Statements* section of our auditors’ report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants (“By-Laws”) and the International Ethics Standards Board for Accountants’ *International Code of Ethics for Professional Accountants (including International Independence Standards)* (“IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Advertising and promotion expenses (“A&P”), and distributor incentives, discounts and rebates (“D&R”)

Refer to Note 19 – Trade and other payables, Note 20 – Contract liabilities and Note 25 – Profit for the year.

KEY AUDIT MATTERS (CONTINUED)

The key audit matter

During the financial year, the Group incurred A&P and D&R of RM267 million and RM868 million respectively. A total of RM132 million and RM105 million of these expenses were included in accruals and contract liabilities respectively as at financial year end. The A&P and D&R are relating to food and beverages business, to support, promote and develop the Group's brands.

This was one of the areas that our audit focused on because of the high volume of transactions incurred during the financial year and estimation involved in determining the appropriate amount of accruals and contract liabilities as at financial year end and especially in relation to those promotion and brand support campaigns that were still ongoing subsequent to financial year end.

How the matter was addressed in our audit

We performed the following audit procedures, among others:

- We obtained an understanding of A&P and D&R accruals process activities, evaluated the design and implementation and tested the operating effectiveness of controls over the accruals process;
- We performed substantive procedures on A&P and D&R expenses and checked samples of the expenses to supplier's and customer's claim;
- We checked accruals and contract liabilities to supporting contracts and documents with the suppliers and customers to assess adequacy of the accruals and contract liabilities; and
- We evaluated A&P and D&R spend against approved budget.

We have determined that there is no key audit matter in the audit of the separate financial statements of the Company to communicate in our auditors' report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Directors’ Report and Statement on Risk Management and Internal Control (but does not include the financial statements of the Group and of the Company and our auditors’ report thereon), which we obtained prior to the date of this auditors’ report, and the remaining parts of the annual report, which are expected to be made available to us after that date.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining parts of the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Directors of the Company and take appropriate actions in accordance with approved standards on auditing in Malaysia and International Standards on Auditing.

INDEPENDENT AUDITORS’ REPORT

TO THE MEMBERS OF FRASER & NEAVE HOLDINGS BHD
(Registration No. 196101000155 (4205-V))
(Incorporated in Malaysia)

RESPONSIBILITIES OF THE DIRECTORS FOR THE FINANCIAL STATEMENTS

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with MFRS Accounting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the ability of the Group and of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS’ RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Group and of the Company.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group or of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors’ report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITORS’ REPORT

TO THE MEMBERS OF FRASER & NEAVE HOLDINGS BHD
(Registration No. 196101000155 (4205-V))
(Incorporated in Malaysia)

AUDITORS’ RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matter. We describe this matter in our auditors’ report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditors’ report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 8 to the financial statements.

OTHER MATTER

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

KPMG PLT
(LLP0010081-LCA & AF 0758)
Chartered Accountants

Petaling Jaya

Date: 18 November 2024

Chong Dee Shiang
Approval Number: 02782/09/2026 J
Chartered Accountant

SHAREHOLDINGS STATISTICS

as at 15 November 2024

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	788	12.220	7,218	0.001
100 to 1,000 shares	3,159	48.991	1,650,913	0.450
1,001 to 10,000 shares	1,919	29.761	6,820,030	1.859
10,001 to 100,000 shares	463	7.180	13,929,135	3.797
100,001 to less than 5% of issued shares	116	1.799	89,304,826	24.348
5% and above of issued shares	3	0.046	255,066,379	69.542
	6,448	100.00	366,778,501	100.00

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 Syarif Bendahara Perlis Syed Badarudin Jamalullail Ibni Almarhum Tuanku Syed Putra 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.

CHIEF EXECUTIVE OFFICER'S SHAREHOLDING

The interest of the Chief Executive Officer in the shares of the Company is as follows:

Name	Direct Shareholding		Indirect Shareholding	
	No. of Voting Shares Held	%	No. of Voting Shares Held	%
Lim Yew Hoe	60,000	0.016	-	-

SHAREHOLDINGS STATISTICS

as at 15 November 2024

SUBSTANTIAL SHAREHOLDERS (as per Register of Substantial Shareholders)

No.	Name of Shareholders	Direct Shareholding		Indirect Shareholding	
		No. of Voting Shares Held	%	No. of 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	Siriwana Company Limited	-	-	203,470,910	55.475*
6	Siriwanan Company Limited	-	-	203,470,910	55.475*
7	Shiny Treasure Holdings Limited	-	-	203,470,910	55.475*
8	Y. Bhg. Tan Sri Charoen Sirivadhanabhakdi	-	-	203,470,910	55.475*
9	The estate of the late Y. Bhg. Puan Sri Wanna Sirivadhanabhakdi	-	-	203,470,910	55.475*
10	Employees Provident Fund Board	42,695,145	11.641	-	-
11	Amanahraya Trustees Berhad – Amanah Saham Bumiputera	25,576,000	6.973	-	-
		271,742,055	74.089		

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

SHAREHOLDINGS STATISTICS
as at 15 November 2024

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	26,019,469	7.094
3.	Amanahraya Trustees Berhad - Amanah Saham Bumiputera	25,576,000	6.973
4.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Islamic)	12,254,176	3.341
5.	Kumpulan Wang Persaraan (Diperbadankan)	10,846,375	2.957
6.	Amanahraya Trustees Berhad - Amanah Saham Malaysia	3,598,600	0.981
7.	Citigroup Nominees (Tempatan) Sdn Bhd – Exempt An for AIA Bhd	3,566,400	0.972
8.	Cartaban Nominees (Tempatan) Sdn Bhd - PAMB for Prulink Equity Fund	2,388,300	0.651
9.	Amanahraya Trustees Berhad - Public Islamic Dividend Fund	2,284,900	0.622
10.	Citigroup Nominees (Asing) Sdn Bhd - Exempt An for Citibank New York (Norges Bank 14)	2,209,900	0.602
11.	Citigroup Nominees (Tempatan) Sdn Bhd - Great Eastern Life Assurance (Malaysia) Berhad (Par 1)	2,203,500	0.600
12.	Maybank Nominees (Tempatan) Sdn Bhd - Maybank Trustees Berhad for Public Regular Savings Fund (N14011940100)	2,200,000	0.599
13.	HSBC Nominees (Asing) Sdn Bhd - JPMCB NA for Vanguard Total International Stock Index Fund	2,191,108	0.597
14.	Cartaban Nominees (Tempatan) Sdn Bhd - Prudential Assurance Malaysia Berhad for Prulink Strategic Fund	2,131,200	0.581
15.	Amanahraya Trustees Berhad - Public Islamic Equity Fund	2,110,700	0.575
16.	HSBC Nominees (Asing) Sdn Bhd - JPMCB NA for Vanguard Emerging Markets Stock Index Fund	2,074,900	0.565
17.	CIMSEC Nominees (Tempatan) Sdn Bhd - CIMB for Syed Badarudin Jamalullail (PB)	2,062,000	0.562
18.	Permodalan Nasional Berhad	1,867,200	0.509
19.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (CGS CIMB)	1,833,000	0.499
20.	DB (Malaysia) Nominee (Asing) Sdn Bhd - Exempt An for State Street Bank & Trust Company (West CLT OD67)	1,827,700	0.498
21.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (AHAM AM)	1,378,500	0.375
22.	HSBC Nominees (Asing) Sdn Bhd - JPMCB NA for Vanguard Fiduciary Trust Company Institutional Total International Stock Market Index Trust II	1,113,400	0.303
23.	Cartaban Nominees (Tempatan) Sdn Bhd - ICapital.Biz Berhad	1,061,100	0.289
24.	Amanahraya Trustees Berhad - Public Ittikal Sequel Fund	1,050,000	0.286
25.	Citigroup Nominees (Asing) Sdn Bhd - Exempt An for Citibank New York (Norges Bank 22)	973,500	0.265
26.	Amanahraya Trustees Berhad - Amanah Saham Bumiputera 2	925,700	0.252
27.	Amanahraya Trustees Berhad - Public Islamic Select Enterprises Fund	822,400	0.224
28.	Amanah Raya Berhad - Kumpulan Wang Bersama Syariah	791,700	0.215
29.	HSBC Nominees (Asing) Sdn Bhd - JPMSE Lux for Robeco Capital Growth Funds	774,900	0.211
30.	Amanahraya Trustees Berhad - Amanah Saham Malaysia 2 - Wawasan	750,000	0.204
Total		322,357,538	87.888

LIST OF PROPERTIES

Location	Land area (sq. ft)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Carrying amount as at 30 September 2024 RM'000	Date of last revaluation/ acquisition
JOHOR						
Lot 6, Jalan Tampoi 81200 Johor Bahru Johor	59,895	Detached house/Vacant	Freehold	57	1,156	February 1990
Batu 4½, Jalan Tampoi 81200 Johor Bahru Johor	241,022	Industrial/ Warehouse and office	Freehold	57	9,828	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	55	5,445	October 1995
No. 79 & 81, Jalan Tun Perak 30100 Ipoh, Perak	51,828	Industrial/ Leased premises	Freehold and leasehold expiring 2066 and 2118	118	462	October 1995
PULAU PINANG						
No. 3724, Jalan Sungai Nyior 12100 Butterworth Pulau Pinang	138,848	Industrial/ Warehouse and office	Freehold	70	3,785	October 1995
No. 3725 & 3726 (Lot 3633) Jalan Sungai Nyior 12100 Butterworth Pulau Pinang	106,450	Detached house/ Warehouse and office	Freehold	69	2,239	October 1995

LIST OF PROPERTIES

Location	Land area (sq. ft)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Carrying amount as at 30 September 2024 RM'000	Date of last revaluation/ acquisition
KELANTAN						
Lot 9 & 10, Pengkalan Chepa Industrial Estate 16100 Kota Bharu, Kelantan	203,861	Industrial/ Warehouse and office	Leasehold expiring 2043	44	496	October 1995
PAHANG						
Lot 85, Mar Lodge, Tanah Rata 39000 Brinchang Cameron Highland, Pahang	90,931	Detached house/ Holiday bungalow	Leasehold expiring 2037	57	394	October 1995
Lot 7399 & 8081 Jalan Utama Mempaga, Mukim Sabai 28600 Karak, Pahang	217,065	Industrial/ Factory	Freehold	17	13,423	2007
Lot 5526 Jalan Utama Mempaga, Mukim Sabai 28600 Karak, Pahang	265,007	Agricultural land/Vacant	Freehold	-	1,318	February 2024
KUALA LUMPUR						
F&N Point No. 3, Jalan Metro Pudu 1 Fraser Business Park Off Jalan Yew 55100 Kuala Lumpur	7,208	Commercial/ Office	Freehold	17	10,157	2007
Techno Centre & Car Park Kompleks Metro Pudu No. 1, Jalan Metro Pudu 2 Fraser Business Park Off Jalan Yew 55100 Kuala Lumpur	87,847	Commercial/ Vacant building and leased car park	Freehold	15	53,000	2023
Lot 682 Seksyen 92 Fraser Business Park Off Jalan Yew 55100 Kuala Lumpur	40,763	Commercial/ Leased premise	Freehold	-	5,598	2018

LIST OF PROPERTIES

Location	Land area (sq. ft)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Carrying amount as at 30 September 2024 RM'000	Date of last revaluation/ acquisition
MELAKA						
No. 10, Jalan Bukit Gedong 75050 Melaka	104,000	Industrial/ Warehouse and office	Freehold and leasehold expired in 2023*	99	570	October 1995
NEGERI SEMBILAN						
Ladang Londah Lot No. 4044, 13450, PT 3479 & PT 2400 Mukim Gemas District of Tampin Negeri Sembilan	111,598,716	Agricultural land/Vacant	Leasehold expiring 2088 to 2093	-	71,160	2023
Ladang Pasir Besar Lot No. 12477 & PT3919 Mukim Gemas District of Tampin Negeri Sembilan	87,123,091	Agricultural land/Integrated dairy farm**	Leasehold expiring 2091	-	66,086	2023
Ladang Bukit Rokan Lot No. 11848, Mukim Gemencheh Lot No. 1850, Mukim Gemas District of Tampin Negeri Sembilan	104,741,459	Agricultural land/Vacant	Leasehold expiring 2090 and 2092	-	74,044	2023
SELANGOR						
No. 1, Jalan Bukit Belimbing 26/38 Persiaran Kuala Selangor Section 26, 40400 Shah Alam Selangor	1,373,447	Industrial/ Factory, warehouse and office	Freehold	27	181,140	October 1995
Lot 3-2 (PT 16869) Lion Industrial Park Shah Alam, Selangor	558,875	Industrial/ Partially used for warehouse and carpark	Freehold	-	11,679	October 1995

* Application to renew leasehold land is in progress

** Construction in progress

LIST OF PROPERTIES

Location	Land area (sq. ft)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Carrying amount as at 30 September 2024 RM'000	Date of last revaluation/ acquisition
SELANGOR						
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 and office	Leasehold expiring 2097	16	175,430	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
No.41, Jalan E1/4 Kawasan Perusahaan Taman Ehsan 52100 Kepong Selangor	26,000	Industrial/ Vacant	Leasehold expiring 2078	44	10,000	2023
Lot 100, Jalan Industri 3/4 Rawang Integrated Industrial Park 48000 Rawang Selangor	190,898	Industrial/ Factory and warehouse	Freehold	26 to 31	33,529	2023
Lot 5, Jalan Industri 3/4 Rawang Integrated Industrial Park 48000 Rawang Selangor	89,394	Industrial/ Factory, warehouse and office	Freehold	23	17,630	2023
Lot 88, Jalan Industri 3/3 Rawang Integrated Industrial Park 48000 Rawang Selangor	326,426	Industrial/ Factory and warehouse	Leasehold expiring 2114	16	58,167	2023
Lot 28 Rawang Integrated Industrial Park 48000 Rawang Selangor	113,699	Industrial/ Factory and warehouse	Freehold	-	22,000	2023

LIST OF PROPERTIES

Location	Land area (sq. ft)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Carrying amount as at 30 September 2024 RM'000	Date of last revaluation/ acquisition
SELANGOR						
Lot 30 Rawang Integrated Industrial Park 48000 Rawang Selangor	98,630	Industrial/ Warehouse and office	Freehold	27	17,804	2023
SARAWAK						
No. 94, Batu 11, Jalan Matang 93050 Kuching, Sarawak	118,776	Industrial/ Factory	Freehold	18	5,495	2006
Lot 1581, Block 4 Matang Land District 93050 Kuching, Sarawak	261,338	Commercial/ Warehouse	Leasehold expiring 2071	18	7,644	2006
3½ Mile, Jalan Penrissen 93250 Kuching, Sarawak	308,709	Industrial/ Factory, warehouse and office	Leasehold expiring 2074	-	21,749	October 1995
Lot 142, Lorong Abang Abdul Rahim 5A 93450 Kuching, Sarawak	1,540	Commercial/ Vacant	Leasehold expiring 2784	18	339	2006
SABAH						
5½ Mile, Jalan Tuaran 88818 Kota Kinabalu, Sabah	142,140	Industrial/ Vacant	Leasehold expiring 2062	14	1,092	October 1995
5½ Mile, Jalan Tuaran Inanam, 88818 Kota Kinabalu Sabah	142,578	Industrial/ Factory, warehouse and office	Leasehold expiring 2062	53	4,449	October 1995
Lot 808 Kota Kinabalu Industrial Park Sabah	929,135	Industrial/ Warehouse and office	Leasehold expiring 2096	-	34,979	2017

LIST OF PROPERTIES

Location	Land area (sq. ft)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Carrying amount as at 30 September 2024 RM'000	Date of last revaluation/ acquisition
THAILAND						
90 Moo 8 Mittraparp Road Phayayen District, Amphur Pakchong Nakornratchasima Province 30320 Thailand	125,857	Industrial/ Office	Leasehold expiring 2037	17	-	2007
668 Moo 4 Rojana Industrial Park Zone 2 U-thai, Phra Nakhon Si Ayutthaya 13210 Thailand	990,280	Industrial/ Factory	Freehold	15	146,359	2010
888 Moo 1 Salaeng Phan Wang Muang, Saraburi 18220 Thailand	562,953	Industrial/ Factory	Leasehold expiring 2053	2	31,176	2023
CAMBODIA						
Lot 28, Suvannaphum Special Economic Zone Samrong Kaer Village, Samrong Thom Commune Kien Svay District, Kandal Province Cambodia	346,598	Industrial/ Factory**	Leasehold expiring 2074	-	15,720	February 2024
Total					1,159,727	

** Construction in progress

CORPORATE DIRECTORY

HEADQUARTERS

Fraser & Neave Holdings Bhd
No. 1 Jalan Bukit Belimbing 26/38
Persiaran Kuala Selangor, Seksyen 26
40400 Shah Alam
Selangor, Malaysia
Phone : +603 5101 4288

CORPORATE OFFICES

F&N Dairies (Thailand) Limited
The PARQ Building,
8th Floor Unit 8W01-08
88 Ratchadaphisek Road
Klongtoei, Bangkok
10110 Thailand
Phone : +66(0) 2821 6988
Fax : +66(0) 2821 6989

F&N Foods (Cambodia) Co., Ltd.
No.52, Street 598, Phum 5, Sangkat
Beoung Kok 2, Khan Toul Kork,
Phnom Penh, Kingdom of Cambodia
Phone : +855 89 890 324

PLANTS

F&N Beverages Manufacturing Sdn Bhd (Shah Alam)
No. 1 Jalan Bukit Belimbing 26/38
Persiaran Kuala Selangor
Section 26, 40400 Shah Alam
Selangor, Malaysia
Phone : +603 5101 4800

F&N Beverages Manufacturing Sdn Bhd (Kuching)
3½ Mile Jalan Penrissen
93250 Kuching
Sarawak, Malaysia
Phone : +6082 451 411
Fax : +6082 452 488

F&N Beverages Manufacturing Sdn Bhd (Kota Kinabalu)
5½ Mile, Jalan Tuaran, Inanam
P.O. Box 11679
88818 Kota Kinabalu
Sabah, Malaysia
Phone : +6088 421 101
Fax : +6088 421 623

F&N Beverages Manufacturing Sdn Bhd (Kota Kinabalu)
Lot 808, Jalan 7A off Jalan 7
KKIP Timur, Industrial Zone 8
Kota Kinabalu Industrial Park
88460 Kota Kinabalu
Sabah, Malaysia

F&N Dairies Manufacturing Sdn Bhd (Pulau Indah)
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

Borneo Springs Sdn Bhd (Matang)
No. 94, Batu 11, Jalan Matang
93050 Kuching
Sarawak, Malaysia
Phone : +6016 218 4420
+6016 237 4420

Borneo Springs Sdn Bhd (Bentong)
Lot 7399, Jalan Mempaga
Mukim Sabai
28600 Karak
Pahang, Malaysia
Phone : +6010 820 7013

Sri Nona Food Manufacturing Sdn Bhd
Lot 5, Jalan Industri 3/4
Rawang Integrated Industrial Park
48000 Rawang
Selangor, Malaysia

Sri Nona Food Manufacturing Sdn Bhd
Lot 100, Jalan Industri 3/4
Rawang Integrated Industrial Park
48000 Rawang
Selangor, Malaysia
Phone : +603 6099 2991

Sri Nona Food Manufacturing Sdn Bhd
Lot 88, Jalan Industri 3/3
Rawang Integrated Industrial Park
48000 Rawang
Selangor, Malaysia

Sri Nona Food Manufacturing Sdn Bhd
Lot 28, Rawang Integrated Industrial Park
48000 Rawang
Selangor, Malaysia

F&N Dairies (Thailand) Limited (Rojana)
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 (Wang Muang)
888 Moo 1, Salaeng Phan
Wang Muang, Saraburi
18220 Thailand
Phone : +66(0) 2821 6388

SALES OFFICES

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

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 (Butterworth)
No. 3724, Jalan Sungai Nyior
12100 Butterworth
Pulau Pinang, Malaysia
Phone : +604 314 8600

F&N Beverages Marketing Sdn Bhd (Ipoh)
No. 217, Jalan Lahat
30200 Ipoh
Perak, Malaysia
Phone : +605 254 9461
Fax : +605 253 2091
+605 254 2520

CORPORATE DIRECTORY

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 (Kota Bharu)

Lot 9 & 10, Pengkalan Chepa
Industrial Estate
16100 Kota Bharu
Kelantan, Malaysia
Phone : +609 771 5641
+609 771 5645

F&N Beverages Marketing Sdn Bhd (Kota Kinabalu)

5½ Mile, Jalan Tuaran, Inanam
P.O. Box 11679
88818 Kota Kinabalu
Sabah, Malaysia
Phone : +6088 421 101
Fax : +6088 421 623

F&N Beverages Marketing Sdn Bhd (Kuala Lumpur)

F&N Point, No.3, Jalan Metro Pudu 1
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 (Kuala Terengganu)

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

F&N Beverages Marketing Sdn Bhd (Kuantan)

Block A, Lot 95
Kawasan Perindustrian Semambu
25350 Kuantan
Pahang, Malaysia
Phone : +609 560 1880

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 (Lahad Datu)

MDLD 141B, Jalan Sinar
Peti Surat 60019
91110 Lahad Datu
Sabah, Malaysia
Phone : +6016-588 9262

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 (Miri)

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

F&N Beverages Marketing Sdn Bhd (Mentakab)

No. 27, Jalan Angsana, Taman Rimba
28400 Mentakab
Pahang, Malaysia
Phone : +609 277 6100
Fax : +609 277 6200

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 (Seremban)

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

F&N Beverages Marketing Sdn Bhd (Sibu)

No. 28, Lorong Lanang Barat 20-B
Jalan Upper Lanang
96000 Sibu
Sarawak, Malaysia
Phone : +6084 215 112

F&N Beverages Marketing Sdn Bhd (Tawau)

TB11800, Lot 11A, Perdana Square
Batu 3, Jln Apas
91000, Tawau
Sabah, Malaysia
Phone : +6089 749 008

F&N International Market Sdn Bhd

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

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

Fraser and Neave MENA DWC-LLC

Office 138, Building A3, Business Park
Dubai World Central
Dubai, United Arab Emirates
Phone : +971 5250 17582

Premier Milk (Malaya) Sdn Berhad

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

Sri Nona Foods Sdn Bhd

Level 7, F&N Point,
No.3, Jalan Metro Pudu 1
Fraser Business Park, Off Jalan Yew
55100
Kuala Lumpur, Malaysia

DAIRY FARM AND AGRICULTURE ESTATES

F&N AgriValley Sdn Bhd

Ladang Pasir Besar
Km.3, Jalan Pasir Besar-Jelai,
Gemas,
73400 Tampin,
Negeri Sembilan, Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 63rd 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 Wednesday, 15 January 2025 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 2024 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 2024.

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.Bhg. Datuk Kamaruddin bin Taib

(ii) Y.Bhg. Dato’ Ng Wan Peng

Resolution 2
Resolution 3

Note: Mr. David Siew Kah Toong and Mr. Hui Choon Kit, who also retire in accordance with Clause 100 of the Company’s Constitution, have expressed their intention not to seek re-election.
4.

To appoint the following Directors:

“THAT Mr. Michael Lau Hwai Keong, 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 Independent Non-Executive Director to take effect upon the conclusion of the 63rd Annual General Meeting on 15 January 2025.”

Resolution 4

“THAT Mrs. Tongjai Thanachanan, who has consented to act as a Director and made a declaration that she 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 to take effect upon the conclusion of the 63rd Annual General Meeting on 15 January 2025.”

Resolution 5

5.

To approve the payment of Directors’ fees and benefits of up to RM1,860,000 for the period from 16 January 2025 until the next annual general meeting (“AGM”) of the Company (2024 AGM: up to RM1,810,000), payable monthly in arrears after each month of completed service of the Directors.

Resolution 6

6.

To re-appoint Messrs KPMG PLT, the retiring auditors, as the auditors of the Company for the financial year ending 30 September 2025 and to authorise the Directors to fix their remuneration.

Resolution 7

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

7. 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.”

8. 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 17 December 2024 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.”

- 9. 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 63rd 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 2024 will be paid to shareholders on 10 February 2025. The entitlement date for the proposed dividend shall be on 17 January 2025.

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 17 January 2025 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

Shah Alam, Malaysia
17 December 2024

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 63rd 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 63rd 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, 6 January 2025. Only a depositor whose name appears on the Record of Depositors as at Monday, 6 January 2025 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

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 and 3)

The Board, through the Nominating Committee (“NomCom”), has assessed individual Directors for the financial year 2024 based on their self/peer assessments and Independent Directors’ annual confirmations of independence. Furthermore, the NomCom has evaluated the retiring Directors in terms of their character and integrity, competency, commitment, contribution and ability to act in the best interests of the Company based on the criteria outlined 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 continue to diligently discharge their duties as Directors.

The Board recommends that shareholders approve the re-election of the retiring Directors, who have offered themselves for re-election at the 63rd 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 2024.

(iii) Appointment of Directors (Resolutions 4 and 5)

Mr. David Siew Kah Toong (“Mr. Siew”) and Mr. Hui Choon Kit (“Mr. Hui”), a nominee Director of Fraser and Neave, Limited (“F&NL”), who will not be seeking re-election, will retire upon conclusion of the 63rd AGM.

Mr. Siew’s nine-year term as an Independent Non-Executive Director will be ending on 22 February 2025. His retirement aligns with the Company’s Policy on Independence of Directors, which limits the tenure of independent directors to a cumulative term of nine years without further extension.

To fill the vacancies arising from the retirement of Mr. Siew and Mr. Hui, the Board has through the NomCom reviewed and evaluated the proposed appointment of Mr. Michael Lau Hwai Keong (“Mr. Lau”) as an Independent Non-Executive Director and Mrs. Tongjai Thanachanan (“Mrs. Tongjai”) as a Non-Independent Non-Executive Director of the Company based on the Fit and Proper Criteria.

The Board and the NomCom are satisfied that Mr. Lau and Mrs. Tongjai meet the Fit and Proper criteria for appointment to the Board. The Board recommends that shareholders approve the proposed appointment of Mr. Lau and Mrs. Tongjai.

Please refer to the Statement Accompanying Notice of AGM for Mr. Lau’s profile and the Profile of Board of Directors on page 101 of the Annual Report 2024 for Mrs. Tongjai’s profile.

The notices of nomination for the proposed appointment of Mr. Lau and Mrs. Tongjai, from the Board of the Company and F&NL, a major shareholder of the Company are attached hereto as Appendix I and Appendix II, respectively.

(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 2024, shareholders approved the payment of Directors’ fees and benefits of up to RM1,810,000 for the period from 18 January 2024 until 15 January 2025. Total Directors’ fees and benefits paid for the financial year ended 30 September 2024 amounted to RM1,688,200 as detailed in the Corporate Governance Overview Statement in the Annual Report 2024.

In determining the estimated Directors’ fees and benefits of up to RM1,860,000, the Board has taken into account various factors, including the number of scheduled and ad-hoc meetings of the Board and Board Committees as well as anticipated changes to the Board Committee composition and 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

(v) 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 17 December 2024 for more details.

(vi) 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 17 December 2024 for more details.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Mr. Michael Lau Hwai Keong, whose profile is set out below, and Mrs. Tongjai Thanachanan are standing for election as Directors. Please refer to the Profile of Board of Directors in the Annual Report 2024 for Mrs. Tongjai's profile.

MR. MICHAEL LAU HWAI KEONG

Singaporean, Age 64

Independent Non-Executive Director

Qualification(s)

- Chartered Financial Analyst, Institute of Chartered Financial Analyst, USA
- Bachelor of Business Administration (First Class Honours), National University of Singapore

Present directorship(s) held in other public companies in Malaysia

- Listed
 - None

- Non-Listed
 - None

Present directorship(s) and/or appointment(s)

- Independent Director, Chairman of the Board, Chairman of Risk Management Committee, Chairman of Nominating Committee and Member of Remuneration of Sing Investments & Finance Limited (listed on Singapore Exchange)
- Lead Independent Director, Chairman of Remuneration Committee, Member of Audit Committee, Member of Strategic and Risk Management Committee and Member of Nominating Committee of Beerco Limited
- Senior Managing Director, Advisory Services of Octagon Advisors Pte Ltd

Past directorship(s) and/or past appointment(s)

- Independent Director of Thai Beverage Public Company Limited (listed on Singapore Exchange)
- Executive Vice President, International of United Overseas Bank Group
- Advisor of Asia Pulp and Paper Limited
- Executive Vice President, The Central Depository of Stock Exchange of Singapore
- Senior Deputy Director, Development Division and Domestic Institutions Division of Monetary Authority of Singapore
- Senior Manager, Institutional Sales of J.M. Sassoon & Company
- Senior Development Officer, Development Division of Monetary Authority of Singapore

Note: Mr. Michael Lau Hwai Keong does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company or its subsidiaries. He has had no conviction for offences (excluding traffic offences) within the past five years and has had no public sanction or penalty imposed by the relevant regulatory bodies during the financial year, which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

APPENDIX I (NOMINATION LETTER)

Appendix I



No. 1 Jalan Bukit Belimbing 26/38
Persiaran Kuala Selangor, Seksyen 26
40400 Shah Alam
Selangor, Malaysia
Tel : 603-5101 4288 Fax: 603-5103 2230

FRASER & NEAVE HOLDINGS BHD.

Company No.: 196101000155 (4205-V)

Date : 5 November 2024

Mr Timothy Ooi Aik Tuan
Director, Group Legal Counsel and Company Secretary
Fraser & Neave Holdings Bhd
No. 1 Jalan Bukit Belimbing 26/38
Persiaran Kuala Selangor, Seksyen 26
40400 Shah Alam, Selangor
Malaysia

Dear Sir,

Nomination of Director for appointment to the Board of Directors of Fraser & Neave Holdings Bhd ("F&NHB")

On behalf of the Board, I hereby give notice of our intention to nominate Mr Michael Lau Hwai Keong for appointment to the Board of F&NHB, to be designated as Independent Non-Executive Director, and seek shareholders' approval for his appointment at the forthcoming Annual General Meeting ("AGM") of F&NHB.

We propose that the appointment of Mr Michael Lau Hwai Keong as Company Director of F&NHB to take effect from 15 January 2025 upon shareholders' approval immediately after the conclusion of the AGM.

Please arrange for this notice to be circulated to the shareholders of F&NHB.

Thank you.

Yours faithfully,
For and on behalf of the Board of
Fraser & Neave Holdings Bhd

Bamahlkil.

Y.A.M. Tengku Syarif Bendahara Perlis
Syed Badarudin Jamalullail ibni Almarhum
Tuanku Syed Putra Jamalullail
Chairman

APPENDIX II (NOMINATION LETTER)

Appendix II



FRASER AND NEAVE, LIMITED

Company Registration No. 189800001R

Incorporated in Singapore

438 Alexandra Road

#20-00 Alexandra Point

Singapore 119958

Tel : (65) 6318 9393

Fax : (65) 6271 0811

Website: www.fraserandneave.com

2 November 2024

Fraser & Neave Holdings Bhd ("F&NHB")

No. 1 Jalan Bukit Belimbing 26/38

Persiaran Kuala Selangor, Seksyen 26

40400 Shah Alam

Selangor, Malaysia

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 Mrs Tongjai Thanachanan for appointment to the Board of F&NHB as a non-independent and non-executive director.

2. Subject to shareholder approval at the upcoming Annual General Meeting of F&NHB on 15 January 2025 ("AGM"), we propose that Mrs Tongjai'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 seek their approval at the AGM.

Thank you.

Yours faithfully



Samuel Lee

Company Secretary

ADDITIONAL INFORMATION

123456789SECTION

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ADMINISTRATIVE DETAILS

For The 63rd Annual General Meeting of Fraser & Neave Holdings Bhd

ADMINISTRATIVE DETAILS FOR THE 63RD ANNUAL GENERAL MEETING ("AGM") 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 WEDNESDAY, 15 JANUARY 2025 AT 10:00 A.M.

MEMBERS ENTITLED TO ATTEND THE 63rd AGM

Only a member whose name appears on the Record of Depositors as at Monday, 6 January 2025 shall be entitled to attend the AGM or appoint proxies to attend, speak and vote on his/her behalf. Anyone accompanying the shareholder, authorised representative or proxy may be admitted at the Company's discretion but will not be entitled to speak or vote.

REGISTRATION

1. Registration will start at 8:00 a.m. and close before the voting session begins 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

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 Professor 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 Monday, 13 January 2025 at 10.00 a.m. Any alteration to the Form of Proxy must be initialised.

b) By electronic means (following the steps below)

For Individual/Corporate Shareholders

i. Log in to <https://investor.boardroomlimited.com>

ii. Select **FRASER & NEAVE HOLDINGS BHD (63RD ANNUAL GENERAL MEETING)** from the list of Meeting Event(s) and click "Enter".

iii. Click **"Submit eProxy Form"**.

iv. For Corporate Shareholders, select the company you would like to represent (if more than one) (Boardroom Smart Investor Portal now facilitates the registration of Corporate Shareholders).

v. Enter your CDS account no. and number of shares held. Read and accept the General Terms and Conditions by clicking **"Next"**.

vi. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her discretion, please indicate "Discretionary".

vii. Review and confirm your proxy/proxies appointment and click **"Next"**.

viii.Download or print the eProxy form as acknowledgement.

For Authorised Nominees and Exempt Authorised Nominees

i. Log in to <https://investor.boardroomlimited.com>

ii. Select **FRASER & NEAVE HOLDINGS BHD (63RD ANNUAL GENERAL MEETING)** from the list of Meeting Event(s) and click **"Enter"**.

ADMINISTRATIVE DETAILS

For The 63rd Annual General Meeting of Fraser & Neave Holdings Bhd

- iii. Click “**Submit eProxy Form**”.
- iv. Select the company you would like to represent (if more than one).
- v. Proceed to download the file format for “Submission of Proxy Form”.
- vi. Prepare the file for the appointment of proxy(ies) by inserting the required data.
- vii. Proceed to upload the duly completed Proxy Appointment file.
- viii. Review and confirm your proxy(ies) appointment(s) and click “Submit”.
- ix. Download or print the eProxy form as acknowledgement.

The eProxy Form is to be lodged not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by Monday, 13 January 2025 at 10.00 a.m.

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 or via electronic means (as the case may be) 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.

SUBMISSION OF PRE-AGM QUESTION(S)

- 1. Shareholders may submit questions in advance on the AGM resolutions and Annual Report 2024 commencing from Tuesday, 17 December 2024 and in any event no later than 10.00 a.m., Friday, 3 January 2025 via Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided by Boardroom, and select “**SUBMIT QUESTION**” to pose questions.

- 2. The Board will endeavour to respond to Pre-AGM Meeting Questions and questions raised on the day of the 63rd AGM.

HEALTH AND SAFETY MEASURES

- 1. A shareholder/proxy who has symptoms of being unwell such as sore throat, flu, fever, cough or other common symptoms of an infectious disease, is advised not to attend the AGM. The Company reserves the right to deny entry to any attendee who poses a health risk.

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/ar2024/>:

- 1. Annual Report 2024
- 2. Notice of the 63rd AGM and Proxy Form
- 3. Sustainability Report 2024
- 4. Circular in relation to the Share Buy-Back Statement and the Proposed Shareholders’ Mandate for Recurrent Related Party Transactions
- 5. Corporate Governance Report 2024

VOTING AT MEETING

- 1. 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 Coopers Professional Scrutineers Sdn Bhd as Independent Scrutineer to verify the poll results.
- 2. 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.
- 3. When the Chairman opens the poll, please vote using your smartphone/tablet with the special QR code, which will be generated during registration.

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:

- 1. for registration;
- 2. communicating with shareholders and proxy holders who participate at the AGM for redemption of door gift;
- 3. responding to shareholders’ and proxy holders’ enquiries;
- 4. for internal record keeping;
- 5. sending promotional materials, advertisement for marketing purposes;
- 6. publication of your personal information in any minutes, website, newsletter, brochure or any other materials which may be published internally or externally;
- 7. for processing and administration by the Company (or its agents); and
- 8. complying 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.

PROXY FORM



I/We _____ NRIC/Company No. _____
(full name in block letters)
of _____
(full address)

Tel. No. _____ Email address _____

being a member/members of Fraser & Neave Holdings Bhd, hereby appoint the following person(s):

Full name in block letters	NRIC/Passport No.	Proportion of shareholding to be represented	
		No. of shares	Percentage (%)
Address: Tel. No.: Email address:			

and/or (delete if inapplicable)

Full name in block letters	NRIC/Passport No.	Proportion of shareholding to be represented	
		No. of shares	Percentage (%)
Address: Tel. No.: Email 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 63rd Annual General Meeting of the Company to be held at Ballroom 3, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on **Wednesday, 15 January 2025 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 2024.	1		
To re-elect Y.Bhg. Datuk Kamaruddin bin Taib who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	2		
To re-elect Y.Bhg. Dato’ Ng Wan Peng who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	3		
To appoint Mr. Michael Lau Hwai Keong as a Director, to be designated as Independent Non-Executive Director.	4		
To appoint Mrs. Tongjai Thanachanan as a Director, to be designated as Non-Independent Non-Executive Director.	5		
To approve the payment of Directors’ fees and benefits of up to RM1,860,000 for the period from 16 January 2025 until the next annual general meeting (“AGM”) of the Company (2024 AGM: up to RM1,810,000), 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 2025 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.:	

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

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AFFIX
STAMP

THE COMPANY SECRETARY
FRASER & NEAVE HOLDINGS BHD
(Registration No.: 196101000155 (4205-V))
C/O BOARDROOM SHARE REGISTRARS SDN BHD
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

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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 63rd 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 63rd 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, 6 January 2025. Only a depositor whose name appears on the Record of Depositors as at Monday, 6 January 2025 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.



FRASER & NEAVE HOLDINGS BHD

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