

Other Information

SEKSYEN 4 LAIN-LAIN MAKLUMAT

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SECTION

4

LIST OF PROPERTIES year ended 30 September 2003
SENARAI HARTANAH tahun berakhir 30 September 2003

| Location / Lokasi | Land area (sq. ft.) / Keluasan tanah (kaki persegi) | Description/ Existing use of building / Keterangan/ Penggunaan bangunan semasa | Approximate age of building (tenure) / Anggaran umur bangunan (hakmilik) | Net book value as at 30.9.03 / Nilai buku bersih pada 30.9.03 | | Last revalued date / Tarikh nilai semula terakhir |
|--|--|--|--|--|-----------------------------------|--|
| | | | | Land / Tanah RM'000 | Buildings / Bangunan RM'000 | |
| (A) CLASSIFIED AS GROUP PROPERTY, PLANT AND EQUIPMENT (NOTE 12) | | | | | | |
| JOHOR | | | | | | |
| 72-A (Lot 2134) Jalan Tampoi Johor Bahru | 274,864 | Industrial/Factory premise and office / Perindustrian/Premis kilang dan pejabat | 32 years (Freehold) / 32 tahun (Milik bebas) | 1,672 | 3,287 | January 1983 / Januari 1983 |
| 72-A (MLO 4620) Jalan Tampoi Johor Bahru | 233,046 | Industrial/Factory premise / Perindustrian/ Premis kilang | 15 years (Freehold) / 15 tahun (Milik bebas) | 1,418 | 2,271 | January 1983 / Januari 1983 |
| 72-A (Lot PTD 54046 & 56057) Jalan Tampoi Johor Bahru | 57,935 | Industrial/ Warehouse and factory premise / Perindustrian/ Gudang dan premis kilang | 15 years (Freehold) / 15 tahun (Milik bebas) | 1,624 | 1,342 | September 1990 / September 1990 |
| 72-A (Lot 11615 to 11630) Jalan Tampoi Johor Bahru | 56,192 | Vacant land / Tanah kosong | - (Freehold) / - (Milik bebas) | 550 | 209 | February 1990 / Februari 1990 |
| Malay Grant 598 Jalan Tampoi Johor Bahru | 59,895 | Detached house/ Warehouse / Rumah berkembar/ Gudang | 36 years (Freehold) / 36 tahun (Milik bebas) | 1,050 | 212 | February 1990 / Februari 1990 |
| 701, Jalan Tampoi Johor Bahru | 241,022 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 36 years (Freehold) / 36 tahun (Milik bebas) | 7,700 | 4,387 | February 1990 / Februari 1990 |
| PERAK | | | | | | |
| 217 Jalan Lahat, Ipoh | 287,738 | Industrial/Factory premise / Perindustrian/Premis kilang | 34 years (Freehold) / 34 tahun (Milik bebas) | 3,000 | 2,769 | October 1995 / Oktober 1995 |
| 79 & 81 Jalan Tun Perak Ipoh | 51,828 | Industrial/Factory premise / Perindustrian/Premis kilang | 97 years (Freehold/ Leasehold expiring 2013 & 2066) / 97 tahun (Milik bebas/ pegangan pajakan berakhir 2013 & 2066) | 433 | 228 | October 1995 / Oktober 1995 |
| KUALA LUMPUR | | | | | | |
| Jalan Foss Kuala Lumpur | 173,238 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 40 years (Freehold) / 40 tahun (Milik bebas) | 21,809 | 3,414 | October 1995 / Oktober 1995 |
| 95 Jalan Yew & Chan Sow Lin Kuala Lumpur | 112,472 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 49 years (Freehold) / 49 tahun (Milik bebas) | 11,628 | 193 | October 1995 / Oktober 1995 |

LIST OF PROPERTIES year ended 30 September 2003
SENARAI HARTANAH tahun berakhir 30 September 2003

| Location / Lokasi | Land area (sq. ft.) / Keluasan tanah (kaki persegi) | Description/ Existing use of building / Keterangan/ Penggunaan bangunan semasa | Approximate age of building (tenure) / Anggaran umur bangunan (hakmilik) | Net book value as at 30.9.03 / Nilai buku bersih pada 30.9.03 | | Last revalued date / Tarikh nilai semula terakhir |
|--|--|---|---|--|-----------------------------------|--|
| | | | | Land / Tanah RM'000 | Buildings / Bangunan RM'000 | |
| Government Alienated Land, in between Lot 174 & 175 Seksyen 92 Kuala Lumpur | 30,884 | Industrial land / Tanah perindustrian | – (Freehold) / – (Milik bebas) | 102 | – | October 1995 / Oktober 1995 |
| NEGERI SEMBILAN | | | | | | |
| 1 Jalan Liat Seremban | 69,642 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 47 years (Freehold) / 47 tahun (Milik bebas) | 3,431 | 310 | October 1995 / Oktober 1995 |
| MELAKA | | | | | | |
| 10 Jalan Bukit Gedong Melaka | 104,000 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 78 years (Freehold/ Leasehold expiring 2023) / 78 tahun (Milik bebas/ Pegangan pajakan berakhir 2023) | 978 | 985 | October 1995 / Oktober 1995 |
| SELANGOR | | | | | | |
| Lot 3-1 Lion Industrial Park Shah Alam | 1,373,447 | Industrial/Factory premise and office / Perindustrian/Premis kilang dan pejabat | 6 years (Freehold) / 6 tahun (Milik bebas) | 36,899 | 59,894 | October 1995 / Oktober 1995 |
| Lot 3-2 Lion Industrial Park Shah Alam | 558,875 | Industrial/Vacant / Perindustrian/Kosong | – (Freehold) / – (Milik bebas) | 11,678 | – | October 1995 / Oktober 1995 |
| 70 Jalan University Petaling Jaya | 382,467 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 42 years (Leasehold expiring 2058) / 42 tahun (Pegangan pajakan berakhir 2058) | 21,314 | 17,976 | October 1995 / Oktober 1995 |
| 16 Jalan Bersatu 13/4 Petaling Jaya | 171,797 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 42 years (Leasehold expiring 2058) / 42 tahun (Pegangan pajakan berakhir 2058) | 11,229 | 5,208 | October 1995 / Oktober 1995 |
| Lot 5, Jalan Kilang 46050 Petaling Jaya | 207,727 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 36 years (Leasehold expiring 2058) / 36 tahun (Pegangan pajakan berakhir 2058) | 7,266 | 4,502 | October 1995 / Oktober 1995 |
| PULAU PINANG | | | | | | |
| 3724 (Lot 834 and 842) Sungei Nyior Butterworth Pulau Pinang | 130,324 | Industrial/ Factory premise/ Perindustrian/ Premis kilang | 49 years (Freehold) / 49 tahun (Milik bebas) | 2,600 | 2,381 | October 1995 / Oktober 1995 |
| 3725 & 3726 (Lot 833) Butterworth Pulau Pinang | 97,387 | Detached house/ Office premise / Rumah berkembar/ Premis pejabat | 48 years (Freehold) / 48 tahun (Milik bebas) | 2,120 | 238 | October 1995 / Oktober 1995 |

LIST OF PROPERTIES year ended 30 September 2003
SENARAI HARTANAH tahun berakhir 30 September 2003

| Location / Lokasi | Land area (sq. ft.) / Keluasan tanah (kaki persegi) | Description/ Existing use of building / Keterangan/ Penggunaan bangunan semasa | Approximate age of building (tenure) / Anggaran umur bangunan (hakmilik) | Net book value as at 30.9.03 / Nilai buku bersih pada 30.9.03 | | Last revalued date / Tarikh nilai semula terakhir |
|---|--|---|---|--|-----------------------------------|--|
| | | | | Land / Tanah RM'000 | Buildings / Bangunan RM'000 | |
| KELANTAN | | | | | | |
| Pengkalan Chepa Industrial Estate Kota Bahru | 203,861 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 23 years (Leasehold expiring 2043) 23 tahun (Pegangan pajakan berakhir 2043) | 663 | 228 | October 1995 / Oktober 1995 |
| PAHANG | | | | | | |
| Mar Lodge Cameron Highland | 90,931 | Detached house/ Holiday bungalow / Rumah berkembar/ Banglo percutian | 36 years (Leasehold expiring 2037) / 36 tahun (Pegangan pajakan berakhir 2037) | 841 | 241 | October 1995 / Oktober 1995 |
| SARAWAK | | | | | | |
| 3.5 Miles Penrissen Road Kuching | 194,539 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 37 years (Leasehold expiring 2038) / 37 tahun (Pegangan pajakan berakhir 2038) | 1,840 | 3,386 | October 1995 / Oktober 1995 |
| SABAH | | | | | | |
| 5.5 Miles Tuaran Road Kota Kinabalu | 142,140 | Vacant land / Tanah kosong | – (Leasehold expiring 2062) / – (Pegangan pajakan berakhir 2062) | 1,421 | – | October 1995 / Oktober 1995 |
| 5.5 Miles Tuaran Road Kota Kinabalu | 142,578 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 32 years (Leasehold expiring 2062) / 32 tahun (Pegangan pajakan berakhir 2062) | 1,779 | 1,964 | October 1995 / Oktober 1995 |
| VIETNAM | | | | | | |
| 76 Ton That Thuyet Ho Chi Minh Vietnam | 363,691 | Industrial/ Factory premise / Perindustrian/ Premis kilang | 9 years (Leasehold expiring 2005) / 9 tahun (Pegangan pajakan berakhir 2005) | 2,234 | 11,993 | October 1993 / Oktober 1993 |
| CHINA | | | | | | |
| 6 Block A & C 1st Floor Xin Shi Ji Garden Liu Shu Town She Hong Country Sichuan Province China | 5,042 | Residential / Rumah kediaman | 1½ years (Leasehold expiring 2058) / 1½ tahun (Pegangan pajakan berakhir 2058) | – | 120 | 2002 |
| (B) CLASSIFIED AS GROUP PROPERTY UNDER DEVELOPMENT (NOTE 15) | | | | | | |
| KUALA LUMPUR | | | | | | |
| Fraser Park Jalan Yew Kuala Lumpur | 251,385 | For the development of shop office for sale / Untuk pembangunan kedai pejabat untuk dijual | Freehold /Milik bebas | 24,462 | 12,362 | October 1995 / Oktober 1995 |

SHAREHOLDINGS STATISTICS as at 30 November 2003
STATISTIK PEGANGAN SAHAM pada 30 November 2003

| | |
|--|--|
| Authorised share capital / <i>Modal saham dibenarkan</i> | – RM500,000,000 |
| Fully paid and issued shares / <i>Saham terbitan dan berbayar penuh</i> | – RM356,493,101 |
| Class of shares / <i>Kelas saham</i> | – Ordinary shares of RM1.00 each with equal voting rights / <i>Saham biasa berharga RM1.00 sesaham bersamaan hak mengundi</i> |
| Voting rights / <i>Hak mengundi</i> | – One vote for each ordinary shares held in the event of a poll / <i>Hak mengundi Satu undi untuk setiap saham biasa yang dimiliki sekiranya berlaku pungutan suara</i> |

Analysis of Shareholdings / Analisis Pegangan

| Size of holding / Saiz pegangan | No. of shareholders / Bilangan pemegang saham | % of shareholders / % bilangan pemegang saham | No. of shares held / Bilangan saham dipegang | % of shares held / % bilangan saham dipegang |
|--|--|--|---|---|
| Less than / <i>Kurang daripada 1,000</i> | 1,007 | 30.18 | 696,777 | 0.20 |
| 1,000 - 10,000 | 1,949 | 58.40 | 7,336,528 | 2.06 |
| 10,001 - 100,000 | 334 | 10.01 | 8,611,373 | 2.41 |
| 100,001 to less than 5% of issued shares / <i>100,001 hingga kurang dari 5% saham diterbitkan</i> | 44 | 1.32 | 45,190,880 | 12.68 |
| 5% and above of issued shares / <i>5% dan melebihi saham diterbitkan</i> | 3 | 0.09 | 294,657,543 | 82.65 |
| | 3,337 | 100.00 | 356,493,101 | 100.00 |

Directors' Shareholdings / Pegangan Saham Pengarah

| No. / Bil. | Name of shareholders / Nama pemegang saham | Direct holdings / Pegangan secara langsung | | Indirect holdings / Pegangan secara tidak langsung | |
|-----------------------|---|---|-------------|---|-------------|
| | | No. / Bil. | % | No. / Bil. | % |
| 1. | Y.A.M. Tengku Syed Badarudin Jamalullail | 2,862,000 | 0.80 | 75,000 | 0.02 |
| 2. | Leslie Oswin Struys | 49,000 | 0.01 | – | – |
| | | 2,911,000 | 0.81 | 75,000 | 0.02 |

Substantial Shareholders (as shown in the Register of Substantial Shareholders) /
Pemegang Saham Utama (seperti ditunjukkan dalam Pemegang Saham Utama)

| No. / Bil. | Name of shareholders / Nama pemegang saham | Direct holdings / Pegangan secara langsung | | Indirect holdings / Pegangan secara tidak langsung | |
|-----------------------|--|---|--------------|---|----------|
| | | No. / Bil. | % | No. / Bil. | % |
| 1. | Fraser and Neave Limited | 215,573,746 | 60.47 | – | – |
| 2. | Permodalan Nasional Berhad | 40,833,797 | 11.45 | – | – |
| 3. | Amanah Raya Nominees (Tempatan) Sdn Bhd Skim Amanah Saham Bumiputera | 38,250,000 | 10.73 | – | – |
| | | 294,657,543 | 82.65 | – | – |

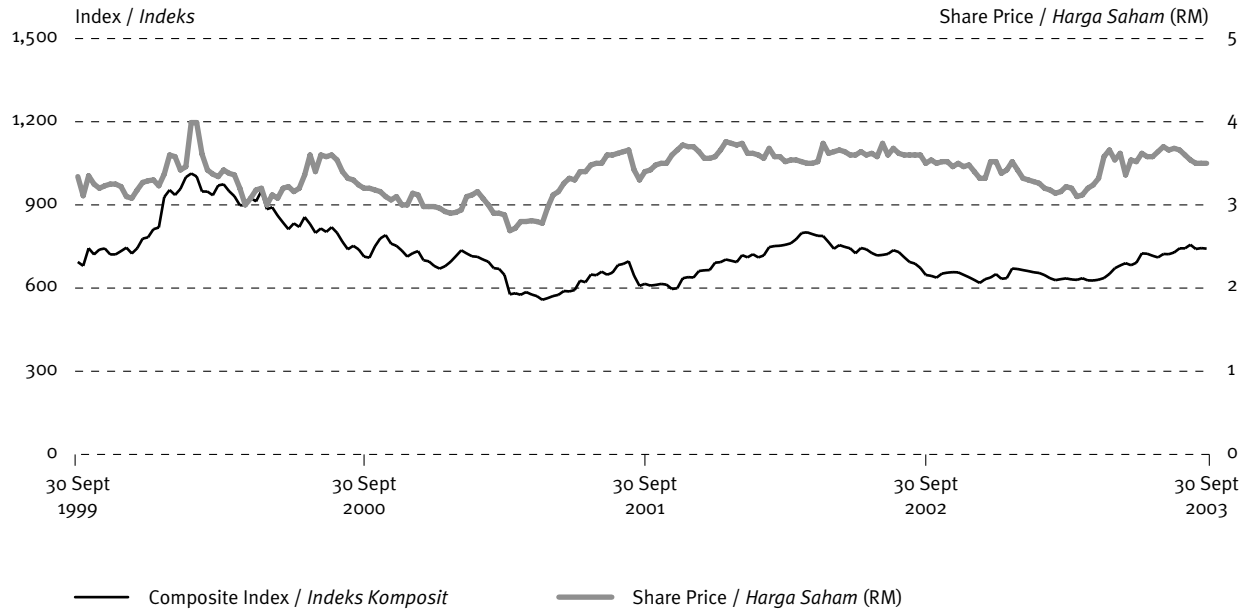
SHAREHOLDINGS STATISTICS as at 30 November 2003
STATISTIK PEGANGAN SAHAM pada 30 November 2003

Thirty Largest Shareholders (as shown in the Register of Members) /
Tiga Puluh Pemegang Saham Utama Terbesar (seperti ditunjukkan dalam Daftar Ahli)

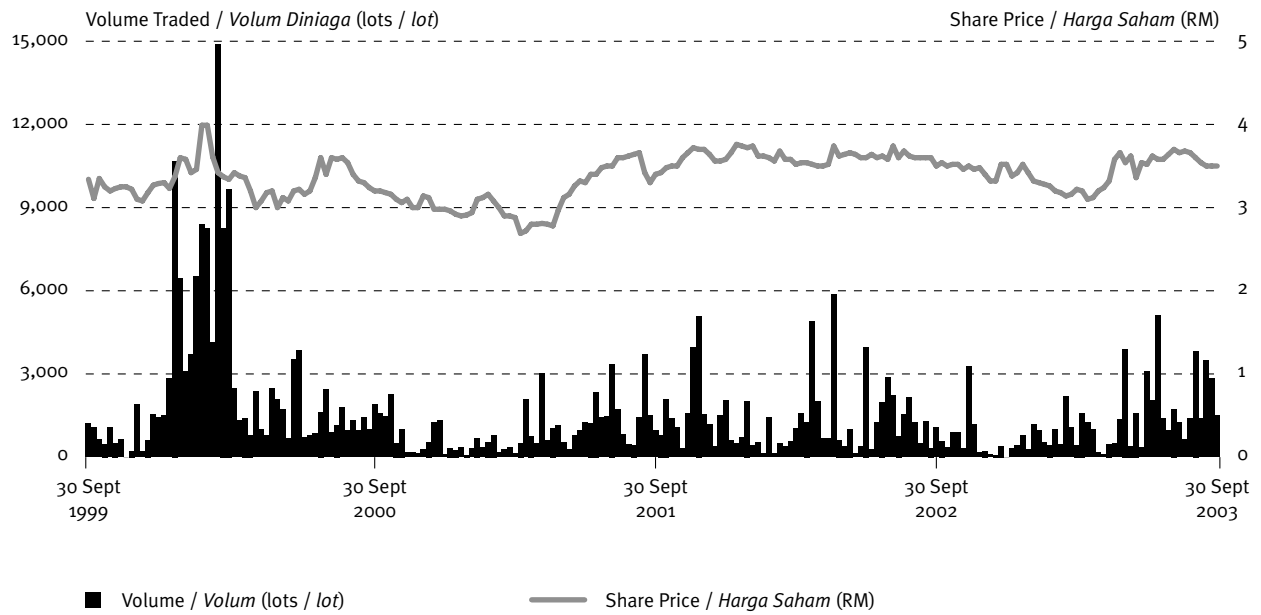
| No. / Bil. | Name of shareholders / Nama pemegang saham | Shares held / Saham dipegang | % |
|-----------------------|--|---|--------------|
| 1. | Fraser and Neave Limited | 215,573,746 | 60.47 |
| 2. | Permodalan Nasional Berhad | 40,833,797 | 11.45 |
| 3. | Amanah Raya Nominees (Tempatan) Sdn Bhd Skim Amanah Saham Bumiputera | 38,250,000 | 10.73 |
| 4. | Employees Provident Fund Board | 17,633,630 | 4.95 |
| 5. | Malaysia Nominees (Tempatan) Sendirian Berhad Great Eastern Life Assurance (Malaysia) Berhad (PAR 1) | 10,590,000 | 2.97 |
| 6. | Lembaga Tabung Angkatan Tentera | 2,153,500 | 0.60 |
| 7. | Malaysia National Insurance Berhad | 1,832,000 | 0.51 |
| 8. | Malaysia Nominees (Tempatan) Sendirian Berhad Pledged Securities Account for Y.A.M. Tengku Syed Badarudin Jamalullail | 1,744,000 | 0.49 |
| 9. | Southern Nominees (Tempatan) Sdn Bhd Southern Bank Berhad | 1,041,000 | 0.29 |
| 10. | Y.A.M. Tengku Syed Badarudin Jamalullail | 900,500 | 0.25 |
| 11. | HSBC Nominees (Tempatan) Sdn Bhd HSBC (Malaysia) Trustee Berhad for Amanah Saham Sarawak | 750,000 | 0.21 |
| 12. | Citicorp Nominees (Tempatan) Sdn Bhd ING Insurance Berhad | 620,000 | 0.17 |
| 13. | Malaysia Nominees (Tempatan) Sendirian Berhad Great Eastern Life Assurance (Malaysia) Berhad (PAR 2) | 564,500 | 0.16 |
| 14. | Mayban Nominees (Tempatan) Sdn Bhd Avenue Asset Management Services Sdn Bhd for Pos Malaysia Berhad | 519,000 | 0.15 |
| 15. | AllianceGroup Nominees (Tempatan) Sdn Bhd Pheim Asset Management Sdn Bhd for Employees Provident Fund | 509,300 | 0.14 |
| 16. | SBBAM Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board | 398,000 | 0.11 |
| 17. | UOBM Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yahya bin Ismail (PCM) | 354,000 | 0.10 |
| 18. | Quarry Lane Sdn Bhd | 311,000 | 0.09 |
| 19. | Yeoh Kean Hua | 310,000 | 0.09 |
| 20. | Mohd Aris @ Nik Ariff bin Nik Hassan | 300,000 | 0.08 |
| 21. | Public Nominees (Tempatan) Sdn Bhd Pledged Securities for Wong Yoke Fong @ Wong Nyok Fing | 280,000 | 0.08 |
| 22. | Citicorp Nominees (Asing) Sdn Bhd American International Assurance Company Limited (P Core) | 268,300 | 0.08 |
| 23. | AMMB Nominees (Tempatan) Sdn Bhd AMTRUSTEE Berhad for HLG Blue Chip Fund | 264,000 | 0.07 |
| 24. | Low Poh Weng | 234,000 | 0.07 |
| 25. | HSBC Nominees (Asing) Sdn Bhd JPMCB for AXA sf Asien-Pazifik | 227,200 | 0.07 |
| 26. | Asia Life (M) Berhad As Beneficial Owner (PF) | 210,000 | 0.06 |
| 27. | Kumpulan Wang Amanah Pencen | 208,500 | 0.06 |
| 28. | UOBM Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yahya bin Ismail (PCM ₁) | 204,000 | 0.06 |
| 29. | Southern Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Y.A.M. Tengku Syed Badarudin Jamalullail | 187,500 | 0.05 |
| 30. | Yeo Chao Hong | 180,000 | 0.05 |
| | | 337,451,473 | 94.66 |

**SHARE PRICE CHART
CARTA HARGA SAHAM**

**F&N Share Price and KLSE's Composite Index /
F&N Harga Saham dan Indeks Komposit BSKL**



**F&N Share Price and Volume Traded /
F&N Harga Saham dan Volum Diniaga**





Notice of Annual General Meeting

SEKSYEN 5 NOTIS MESYUARAT AGUNG TAHUNAN

144 Notice of Annual General Meeting

146 *Notis Mesyuarat Agung Tahunan*

Proxy Form

Borang Proxy

5 SECTION

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 42nd Annual General Meeting of Fraser & Neave Holdings Bhd will be held at the Junior Ballroom, Level 2, Hotel Nikko Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on Monday, 19 January 2004 at 2.30 pm for the following purposes:

Agenda

Routine Business

1. To receive and adopt the Audited Financial Statements for the year ended 30 September 2003 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To approve the payment of a final tax-exempt dividend of 10 sen per share for the year ended 30 September 2003. **(Resolution 2)**
3. To re-elect the following directors:
Under Article 97 of the Articles of Association
 - a) Y.A.M. Tengku Syed Badarudin Jamalullail **(Resolution 3a)**
 - b) Dr Radzuan bin A. Rahman **(Resolution 3b)**
 - c) Mr Tan Ang Meng **(Resolution 3c)**Under Article 103 of the Articles of Association
 - d) Dato' Dr Mohd Shahar bin Sidek **(Resolution 3d)**
4. To approve directors' fees of RM453,000 for the year ending 30 September 2004. (2003: RM453,000) **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company for the year ending 30 September 2004 and to authorise the directors to fix their remuneration. **(Resolution 5)**

Special Business

6. Proposed Shareholders' Mandate for Recurrent Related Party Transactions relating to Fraser & Neave, Limited. **(Resolution 6)**

For the full text of the ordinary resolution, please refer to page 15 of the Circular to Shareholders dated 25 December 2003 which is enclosed with the Annual Report

Others

7. To transact any other business which may properly be brought forward.

NOTICE OF ANNUAL GENERAL MEETING

Notice of Dividend Payment

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the forthcoming Annual General Meeting, the proposed final tax-exempt dividend of 10 sen per share will be paid to shareholders on 16 February 2004. The entitlement date for the proposed dividend shall be 26 January 2004.

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

- a) Shares transferred to the depositor's securities account before 12.30 pm on 26 January 2004 in respect of ordinary transfer; and
- b) Share bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

By Order of the Board

TONY LEE CHEOW FUI

Company Secretary

Kuala Lumpur, Malaysia

25 December 2003

Note:

- 1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company.
- 2) This instrument appointing such a proxy must be deposited with the Company Secretary at the registered office of the Company at Level 17, Menara Great Eastern, No.303 Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the meeting.

Statement Accompanying the Notice of the 42nd Annual General Meeting of Fraser & Neave Holdings Bhd

Pursuant to paragraph 8.28 (2) and format as set out in Appendix 8A of the Kuala Lumpur Stock Exchange's Listing Requirements

1. The directors who are standing for re-election:

Under Article 97 of the Articles of Association

- a) Y.A.M. Tengku Syed Badarudin Jamalullail
- b) Dr Radzuan bin A. Rahman
- c) Mr Tan Ang Meng

Under Article 103 of the Articles of Association

- d) Dato' Dr Mohd Shahar bin Sidek

The profile of the directors standing for re-election can be found in the Profile of Board of Directors section of the Annual Report

2. Directors attendance at board meetings for the year ended 30 September 2003

The information can be found in the Statement on Corporate Governance section of the Annual Report.

3. Place, date and time of the 42nd Annual General Meeting

Place : Junior Ballroom, Level 2, Hotel Nikko Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur

Date : 19 January 2004

Time : 2.30 p.m.

NOTIS MESYUARAT AGUNG TAHUNAN

DENGAN INI ADALAH DIMAKLUMKAN, bahawa Mesyuarat Agung Tahunan ke 42 Fraser & Neave Holdings Berhad akan diadakan di Junior Ballroom, Aras 2, Hotel Nikko Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur pada hari Isnin, 19 Januari 2004, pada 2.30 petang, untuk urusan-urusan berikut:

Agenda

Urusan Biasa

1. Untuk menerima dan meluluskan Penyata Kewangan yang telah diaudit bagi tahun berakhir 30 September 2003 serta Laporan para Pengarah dan Juruaudit mengenainya. **(Resolusi 1)**
2. Untuk meluluskan pembayaran dividen akhir dikecualikan cukai sebanyak 10 sen sesaham bagi tahun berakhir 30 September 2003. **(Resolusi 2)**
3. Untuk melantik semula para pengarah berikut:
Di bawah Artikel 97 Tataurusan Penubuhan Syarikat
 - a) Y.A.M. Tengku Syed Badarudin Jamalullail **(Resolusi 3a)**
 - b) Dr Radzuan bin A. Rahman **(Resolusi 3b)**
 - c) Encik Tan Ang Meng **(Resolusi 3c)**Di bawah Artikel 103 Tataurusan Penubuhan Syarikat
 - d) Dato' Dr Mohd Shahr bin Sidek **(Resolusi 3d)**
4. Untuk meluluskan yuran para pengarah sebanyak RM453,000 bagi tahun yang akan berakhir 30 September 2004 (2003: RM453,000). **(Resolusi 4)**
5. Untuk melantik semula Tetuan Ernst & Young sebagai Juruaudit Syarikat bagi tahun yang akan berakhir 30 September 2004 dan memberi kuasa kepada para Pengarah untuk menetapkan ganjaran mereka. **(Resolusi 5)**

Urusan Khas

6. Cadangan Mandat Para Pemegang Saham bagi urusan-urusan Pihak Berkaitan yang Berulangan berhubung dengan Fraser & Neave Limited. **(Resolusi 6)**

Untuk teks penuh resolusi biasa ini, sila rujuk muka surat 15 surat pekeliling kepada para pemegang saham bertarikh 25 Disember 2003 yang telah dilampirkan bersama Laporan Tahunan.

Lain-lain

7. Untuk melaksanakan sebarang urusan yang dikemukakan.

NOTIS MESYUARAT AGUNG TAHUNAN

Notis Bayaran Dividen

DENGAN INI ADALAH DIMAKLUMKAN, tertakluk kepada kelulusan para pemegang saham pada Mesyuarat Agung Tahunan akan datang, dividen akhir dikecualikan cukai sebanyak 10 sen sesaham yang dicadangkan akan dibayar kepada para pemegang saham pada 16 Februari 2004. Tarikh kelayakan bagi dividen yang dicadangkan ini adalah 26 Januari 2004.

Pendeposit hanya akan layak menerima dividen tersebut sekiranya:

- a) Saham-saham dipindahmilik ke akaun sekuriti pendeposit sebelum pukul 12.30 tengahari pada 26 Januari 2004 bagi pindahan biasa; dan
- b) Saham-saham yang dibeli di Bursa Saham Kuala Lumpur atas dasar mempunyai hak mengikut peraturan Bursa Saham Kuala Lumpur.

Dengan Perintah Lembaga

TONY LEE CHEOW FUI

Setiausaha Syarikat

Kuala Lumpur, Malaysia

25 Disember 2003

Nota-nota:

- 1) Setiap ahli yang berhak hadir dan mengundi di mesyuarat diatas boleh melantik seorang proksi untuk hadir dan mengundi bagi pihaknya. Proksi tersebut tidak semestinya seorang ahli Syarikat ini.
- 2) Suratcara perlantikan seorang proksi mestilah dihantar kepada Setiausaha Syarikat di pejabat berdaftar Syarikat di Aras 17, Menara Great Eastern, No. 303 Jalan Ampang, 50450 Kuala Lumpur tidak kurang dari 48 jam sebelum mesyuarat.

Penyata yang Dilampirkan Bersama Notis Mesyuarat Agung Tahunan ke 42 Fraser & Neave Holdings Bhd

Menurut perenggan 8.28 (2) dan format seperti yang terdapat di dalam Lampiran 8A keperluan Penyenaian Bursa Saham Kuala Lumpur

1. Para pengarah untuk perlantikan semula:

Di bawah Artikel 97 Tataurusan Penubuhan Syarikat

- a) Y.A.M. Tengku Syed Badarudin Jamalullail
- b) Dr Radzuan bin A. Rahman
- c) Encik Tan Ang Meng

Di bawah Artikel 103 Tataurusan Penubuhan Syarikat

- d) Dato' Dr Mohd Shahr bin Sidek

Profil para pengarah yang bersedia untuk dilantik semula boleh diperolehi di bahagian Profil Lembaga Pengarah Laporan Tahunan ini.

2. Kehadiran para pengarah di mesyuarat Lembaga bagi tahun berakhir 30 September 2003

Maklumat di atas boleh diperolehi di bahagian Penyata Pengawasan Korporat Laporan Tahunan ini.

3. Tempat, tarikh dan masa Mesyuarat Agung Tahunan ke 42

Tempat: Junior Ballroom, Aras 2, Hotel Nikko Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur

Tarikh : 19 Januari 2004

Masa : 2.30 petang



PROXY FORM

I/We _____ (or attorney of _____)

of _____

a member(s) of FRASER & NEAVE HOLDINGS BHD hereby appoint Y.A.M. Tengku Syed Badarudin Jamalullail, whom failing Tan Sri Dato' Dr Lin See Yan, whom failing Dr Han Cheng Fong, whom failing Anthony Cheong Fook Seng, whom failing Dr Radzuan bin A. Rahman, whom failing Dato' Dr Mohd Shahr bin Sidek, whom failing Datuk Fong Weng Phak, whom failing Lee Kong Yip, whom failing Leslie Oswin Struys, whom failing Tan Ang Meng, all directors of the Company or (note 2) _____

_____ of

_____ to

be my/our proxy to vote for me/us and my/our behalf at the 42nd Annual General Meeting of the Company to be held on Monday, 19 January 2004 at 2.30 pm at the Junior Ballroom, Level 2, Nikko Hotel Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur and at every adjournment thereof.

Please indicate with an "X" in the spaces below how you wish your votes to be cast.

| No. | Resolutions relating: | For | Against |
|-----|--|-----|---------|
| 1. | To receive and adopt the Audited Financial Statement for the year ended 30 September 2003 and the Reports of the Directors and Auditors thereon. | | |
| 2. | To approve the payment of a final tax-exempt dividend of 10 sen per share for the year ended 30 September 2003. | | |
| 3. | To re-elect the following directors: <u>Under Article 97 of the Articles of Association</u> a) Y.A.M. Tengku Syed Badarudin Jamalullail b) Dr Radzuan bin A. Rahman c) Tan Ang Meng <u>Under Article 103 of the Articles of Association</u> d) Dato' Dr Mohd Shahr bin Sidek | | |
| 4. | To approve directors' fees of RM453,000 for the year ending 30 September 2004. (2003: RM453,000) | | |
| 5. | To re-appoint Messrs Ernst & Young as Auditors of the Company for the year ending 30 September 2004 and to authorise the directors to fix their remuneration. | | |
| 6. | Proposed Shareholders' Mandate for Recurrent Related Party Transactions relating to Fraser & Neave, Limited. <i>For the full text of the ordinary resolution, please refer to page 15 of the Circular to Shareholders dated 25 December 2003 which is enclosed with this Annual Report.</i> | | |

As Witness my/our hand this _____ day of _____ 2004.

No. of shares held: _____

Signature of member

Note:

- 1) *A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company. This instrument appointing a proxy must be deposited with the company secretary at the registered office of the Company at Level 17, Menara Great Eastern, No. 303 Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the meeting.*
- 2) *If any other proxy is preferred, strike out the names of the Directors mentioned and add the name and address of the proxy desired in the blank lines provided.*

Fold here

STAMP

The Company Secretary
Fraser & Neave Holdings Bhd
Level 17, Menara Great Eastern
No. 303 Jalan Ampang
50450 Kuala Lumpur

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BORANG PROKSI

Saya/Kami _____ (atau wakil kepada _____)
yang beralamat di _____

ahli (ahli-ahli) kepada FRASER & NEAVE HOLDINGS BHD dengan ini melantik Y.A.M. Tengku Syed Badarudin Jamalullail, jika beliau gagal Tan Sri Dato' Dr Lin See Yan, jika beliau gagal Dr Han Cheng Fong, jika beliau gagal Anthony Cheong Fook Seng, jika beliau gagal Dr Radzuan bin A. Rahman, jika beliau gagal Dato' Dr Mohd Shahr bin Sidek, jika beliau gagal Datuk Fong Weng Phak, jika beliau gagal Lee Kong Yip, jika beliau gagal Leslie Oswin Struys, jika beliau gagal Tan Ang Meng, semua pengarah Syarikat atau (nota 2)

_____ yang beralamat di _____

untuk menjadi proksi saya/kami untuk mengundi bagi pihak saya/kami di Mesyuarat Agung Tahunan Syarikat yang ke 42 yang akan diadakan pada hari Isnin, 19 Januari 2004 jam 2.30 petang, di Junior Ballroom, Aras 2, Hotel Nikko Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur dan pada setiap penangguhannya.

Sila tandakan "X" di dalam ruang-ruang yang disediakan di bawah, sebagaimana anda ingin pengundian anda dilakukan.

| No. | Resolusi berkaitan: | Menyokong | Menentang |
|-----|--|-----------|-----------|
| 1. | Untuk menerima dan meluluskan Penyata Kewangan yang telah diaudit bagi tahun berakhir 30 September 2003 serta Laporan Para Pengarah dan Juruaudit-juruaudit mengenainya. | | |
| 2. | Untuk meluluskan pembayaran dividen akhir dikecualikan cukai sebanyak 10 sen sesaham bagi tahun berakhir 30 September 2003. | | |
| 3. | Untuk melantik semula Para Pengarah berikut: <u>Di bawah Artikel 97 Tataurusan Penubuhan Syarikat</u> a) Y.A.M. Tengku Syed Badarudin Jamalullail b) Dr Radzuan bin A. Rahman c) Encik Tan Ang Meng <u>Di bawah Artikel 103 Tataurusan Penubuhan Syarikat</u> d) Dato' Dr Mohd Shahr bin Sidek | | |
| 4. | Untuk meluluskan yuran pengarah sebanyak RM453,000 bagi tahun yang akan berakhir 30 September 2004 (2003: RM453,000). | | |
| 5. | Untuk melantik semula Tetuan Ernst & Young sebagai Juruaudit Syarikat bagi tahun yang akan berakhir 30 September 2004 dan memberi kuasa kepada para pengarah untuk menetapkan gajaran mereka. | | |
| 6. | Cadangan Mandat Para Pemegang Saham bagi urusan-urusan Pihak Berkaitan yang berulangan dengan Fraser & Neave Limited. Bagi teks penuh resolusi biasa, sila rujuk muka surat 15 pekeliling kepada para pemegang saham yang bertarikh 25 Disember 2003 yang telah dilampirkan bersama Laporan Tahunan. | | |

Sebagai saksi saya/kami pada hari _____ bulan _____ 2004.

Bilangan saham yang dipegang: _____

Tandatangan ahli

Nota-nota:

- 1) Seseorang ahli yang layak untuk hadir dan mengundi di mesyuarat di atas boleh melantik seorang proksi untuk hadir dan mengundi bagi pihaknya dan proksi tersebut tidak semestinya seorang ahli Syarikat. Suratcara perlantikan seorang proksi ini perlu di hantar kepada setiausaha syarikat di pejabat berdaftar Syarikat di Aras 17, Menara Great Eastern, No.303 Jalan Ampang, 50450 Kuala Lumpur tidak lewat dari 48 jam sebelum mesyuarat berlangsung.
- 2) Jika terdapat sebarang proksi lain yang dipilih, potong nama-nama para Pengarah yang telah dinyatakan dan tambah nama dan alamat proksi yang dikehendaki dalam garisan kosong yang disediakan.

Lipat di sini

SETEM

Setiausaha Syarikat
Fraser & Neave Holdings Bhd
Aras 17, Menara Great Eastern
No. 303 Jalan Ampang
50450 Kuala Lumpur

Lipat di sini

Fraser and Neave Limited is the trademark owner of the **F&N** brands.
The Coca-Cola Company is the trademark owner of the **Coca-Cola** brands.
Sunkist Growers Inc is the trademark owner of the **Sunkist** brands.
SODIMA International S. A. is the trademark owner of the **Yoplait** brands.

Fraser and Neave Limited adalah pemilik cap perdagangan jenama **F&N**.
The Coca-Cola Company adalah pemilik cap perdagangan jenama **Coca-Cola**.
Sunkist Growers Inc adalah pemilik cap perdagangan jenama **Sunkist**.
SODIMA International S. A. adalah pemilik cap perdagangan jenama **Yoplait**.