



## FRASER & NEAVE HOLDINGS BHD

(Registration No.: 196101000155 (4205-V))

(Incorporated in the Federation of Malaya under the Companies Ordinances, 1940 to 1946)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Fraser & Neave Holdings Bhd ("**F&N**" or the "**Company**"), to be held on a fully virtual basis through live streaming from the broadcast venue at the Auditorium, Level 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 19 January 2021 at 11.00 a.m. or 15 minutes after the conclusion or adjournment of the Company's 59<sup>th</sup> Annual General Meeting ("**AGM**") to be held on a fully virtual basis through live streaming from the same broadcast venue and on the same day at 10.00 a.m., whichever is the later or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:-

#### ORDINARY RESOLUTION

#### **PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF AN EMPLOYEES' GRANT PLAN ("PROPOSED SGP2021")**

**"THAT**, subject to the approvals being obtained from all relevant authorities or parties in relation to Proposed SGP2021, approval and authority be and is hereby given to the Board of Directors of the Company to undertake the following:-

- (i) to establish SGP2021 for the benefit of the Group Executive Director and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("**F&N Group**") ("**Group Employee**") who fulfil certain specified conditions of eligibility for participation in Proposed SGP2021 and to implement and administer the same in accordance with the rules of Proposed SGP2021 ("**Rules**") which is set out in Appendix I of the circular to shareholders of F&N dated 21 December 2020 ("**Circular**");
- (ii) to appoint a trustee to facilitate the implementation of Proposed SGP2021, if required;
- (iii) to provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to subscribe for and/or purchase F&N Shares;
- (iv) to allot and issue and/or procure the transfer of such number of new or existing ordinary shares in the Company (as adjusted or modified from time to time pursuant to the Rules) ("**F&N Share(s)**") from time to time as may be required for the purpose of or in connection with Proposed SGP2021 to the Trustee, provided that the total number of F&N Shares be allotted and issued and/or transferred pursuant to granting of F&N Shares ("**Awards**") to eligible Group Employee in relation to Proposed SGP2021 shall not exceed 8% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of Proposed SGP2021 subject to the maximum limit as set out Section 2.3 of the Circular;
- (v) to authorise the remuneration committee of the Company to implement and administer Proposed SGP2021 ("**Committee**");
- (vi) to make the necessary application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing of and quotation for the new F&N Shares (as adjusted or modified from time to time pursuant to the Rules) that may hereafter from time to time be allotted and issued pursuant to Proposed SGP2021; and
- (vii) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to Proposed SGP2021 and the terms of the Rules.

**AND THAT** the Rules, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to Proposed SGP2021 with full power to modify and/or amend the Rules from time to time as may be required or deemed necessary in accordance with the provisions of the Rules relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to Proposed SGP2021.”

By Order of the Board

**TIMOTHY OOI AIK TUAN**

(LS0010357/SSM PC NO. 201908002732)

Company Secretary

Kuala Lumpur, Malaysia

21 December 2020

**Notes:-**

Virtual Extraordinary General Meeting (“EGM”)

- (1) The EGM of the Company will be conducted on a fully virtual basis through live streaming and Remote Participation and Electronic Voting (“RPEV”) facilities, which will be made available on the online portal of Boardroom Share Registrars Sdn Bhd at <https://web.lumiagm.com>. Please refer to the Administrative Details for the EGM for the procedures to register, participate and vote remotely via the RPEV facilities.
- (2) For the purpose of complying with Section 327(2) of the Companies Act 2016, the Chairman of the meeting is required to be present at the main venue of the EGM. Members/Proxies/ Corporate Representatives will not be allowed to attend this EGM in person at the broadcast venue on the day of the EGM.

Appointment of Proxy

- (3) A member entitled to attend, speak and vote at the above virtual meeting via the RPEV facilities 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.
- (4) Where there are two proxies appointed, the number of shares to be represented by each proxy must be stated.
- (5) In the case of a corporation, the form of proxy must be executed under seal or under the hand of its attorney duly authorised.
- (6) 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.
- (7) The instrument appointing a proxy or proxies may 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://boardroomlimited.my> (“**eProxy Lodgement**”) not less than 48 hours before the meeting. Please refer to the Administrative Details for the EGM for the steps on the eProxy Lodgement.

Members Entitled to Attend the EGM

- (8) For the purpose of determining a member who shall be entitled to attend the EGM, 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, 11 January 2021. Only a depositor whose name appears on the Record of Depositors as at Monday, 11 January 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

## ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD

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### MODE OF MEETING

1. As a precautionary measure amid the Covid-19 pandemic and taking into consideration the health and safety of the shareholders and all participants, the Extraordinary General Meeting ("**EGM**") of Fraser & Neave Holdings Bhd ("**F&NHB**") will be conducted on a fully virtual basis with proceedings of the EGM being streamed live from the broadcast venue on the date and time as set out below:

Day, Date and Time of meeting : Tuesday, 19 January 2021 at 11.00 a.m. or 15 minutes after the conclusion or adjournment of the Company's 59th Annual General Meeting ("**AGM**") to be held on a fully virtual basis through live streaming from the same broadcast venue at 10.00 a.m. on the same day, whichever is the later or any adjournment thereof.

Broadcast venue : The Auditorium, Level 3A Floor  
Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200, Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

2. Shareholders will be able to access and participate in the proceedings through Remote Participation and Electronic Voting ("**RPEV**") facilities, which will be made available on the online portal of Boardroom Share Registrars Sdn Bhd at <https://web.lumiagm.com>.
3. The broadcast venue is only meant to facilitate the conduct of the virtual EGM. **No shareholder or proxy shall be physically admitted to the broadcast venue on the day of the EGM.**

### ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

1. A shareholder whose name appears on the Record of Depositors as at Monday, 11 January 2021 shall be eligible to participate the meeting or appoint proxy(ies) to participate on his/ her behalf.
2. If a shareholder is unable to participate at the EGM, he/she may also appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

### VOTING PROCEDURE

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 Share Registrars Sdn Bhd ("**Boardroom**") as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Asia Securities Sdn Berhad as Independent Scrutineer to verify the poll results.
2. e-Voting for the resolution set out in the Notice of EGM will take place immediately after questions on this resolution have been addressed.
3. Members and proxies are required to use one of the following methods to vote remotely:
  - a. Download Lumi EGM App (free of charge) onto your personal voting device prior to the EGM from Apple App Store or Google Play Store; or
  - b. Launch Lumi EGM by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
  - c. Access to Lumi EGM via website URL <https://web.lumiagm.com>.

For the purpose of this EGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.

4. During the EGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of poll.
5. The Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or otherwise.

## ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD (CONT'D)

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6. Even though the AGM and EGM use the same administrative procedure, they are deemed as separate meetings. Shareholders that have logged in for the AGM must logout and then re-login again with a separate meeting ID and login credentials to participate in the EGM.

### LODGEMENT OF PROXY FORM

1. If you are unable to attend the EGM via RPEV facilities and wish to appoint the Chairman of the EGM as your proxy to vote on your behalf, please deposit your Proxy Form at the office of the Poll Administrator, Boardroom at **11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** not less than forty-eight (48) hours before the time of holding the EGM, i.e. latest by Sunday, 17 January 2021 at 11.00 a.m. Any alteration to the Form of Proxy must be initialled.
2. Alternatively, the proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time of holding the EGM, i.e. latest by Sunday, 17 January 2021 at 11.00 a.m. For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below:

#### Step 1 Register Online with Boardroom Smart Investor Portal (for first time registration only)

*(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on eProxy Lodgement.)*

- a. Access website <https://boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

#### Step 2 eProxy Lodgement

- a. Access website <https://boardroomlimited.my>
  - b. Login with your User ID and Password given above.
  - c. Go to "**E-PROXY LODGEMENT**" and browse the Meeting List for "**FRASER & NEAVE HOLDINGS BHD EXTRAORDINARY GENERAL MEETING**" and click "**APPLY**".
  - d. Read the terms & conditions and confirm the Declaration.
  - e. Enter your CDS Account Number and indicate the number of securities.
  - f. Appoint your proxy(ies) or the Chairman of the EGM and enter the required particulars for your proxy(ies).
  - g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
  - h. Review and confirm your proxy(ies) appointment.
  - i. Click submit.
3. If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

### REVOCATION OF PROXY

1. If you have submitted your Proxy Form prior to the EGM and subsequently decide to appoint another person or wish to participate in the EGM yourself, please write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.




## ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD (CONT'D)

### REMOTE PARTICIPATION AND ELECTRONIC VOTING ("RPEV")

1. All shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate and vote remotely at the EGM. You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time whilst the meeting is in progress.
2. Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants. Therefore, kindly ensure that connectivity for the duration of the meeting is maintained.
3. Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities:

Before the day of the EGM		
Procedure		Action
i.	Register online with Boardroom Smart Investor Portal (for first time registration only)	<p>(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step (ii) – Submit request for remote participation.)</p> <ol style="list-style-type: none"> <li>a. Access website <a href="https://boardroomlimited.my">https://boardroomlimited.my</a>.</li> <li>b. Click &lt;&lt;Login&gt;&gt; and click &lt;&lt;Register&gt;&gt; to sign up as a user.</li> <li>c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format.</li> <li>d. Please enter a valid email address and wait for Boardroom's email verification.</li> <li>e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.</li> </ol>
ii.	Submit request for remote participation (User ID and Password)	<p>(Note: Registration for remote access will be opened on Monday, 21 December 2020. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the EGM, i.e. latest by Sunday, 17 January 2021 at 11.00 a.m.)</p> <p><b>Individual Members</b></p> <ol style="list-style-type: none"> <li>a. Login to <a href="https://boardroomlimited.my">https://boardroomlimited.my</a> using your user ID and password.</li> <li>b. Select "VIRTUAL MEETING" from main menu and select the correct Corporate Event "FRASER &amp; NEAVE HOLDINGS BHD EXTRAORDINARY GENERAL MEETING".</li> <li>c. Read and agree to the Terms &amp; Conditions.</li> <li>d. Enter your CDS Account Number and thereafter submit your request.</li> </ol> <p><b>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</b></p> <ol style="list-style-type: none"> <li>a. Write in to <a href="mailto:BSR.Helpdesk@boardroomlimited.com">BSR.Helpdesk@boardroomlimited.com</a> by providing the name of shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) to submit the request.</li> <li>b. Please provide a copy of corporate representative's MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format as well as his/her email address.</li> </ol>
iii.	Email notification	<ol style="list-style-type: none"> <li>a. You will receive notification from Boardroom that your request(s) has been received and is being verified.</li> <li>b. Upon system verification against the Record of Depositories of the EGM as at Monday, 11 January 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</li> <li>c. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom after the closing date.</li> <li>d. Please note that the closing date and time to submit your request is by Sunday, 17 January 2021 at 11.00 a.m.</li> </ol>

## ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD (CONT'D)

On the day of the EGM		
Procedure		Action
iv.	Login to virtual meeting platform	<p>a. The EGM virtual meeting portal will be opened for login at 10.00 a.m. on Tuesday, 19 January 2021, which can be accessed via one of the following methods:</p> <ul style="list-style-type: none"> <li>➤ Download the free Lumi EGM application from Apple App Store or Google Play Store;</li> <li>➤ Launch Lumi EGM by scanning the QR Code provided in the email notification;</li> <li>➤ Access to Lumi EGM webportal via website at <a href="https://web.lumiagm.com">https://web.lumiagm.com</a></li> </ul> <p>b. Insert the Meeting ID number and sign in with the user ID and password provided to you via the email notification in Step (iii) above.</p>
v.	Participate	<p>(Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition)</p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the EGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
vi.	Voting	<p>a. Once the meeting is opened for voting, the polling icon  will appear with the resolution(s) and your voting choices.</p> <p>b. To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
vii.	End of participation	<p>a. Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end and the messaging window will be disabled.</p> <p>b. You can now logout from the virtual meeting platform.</p>

### SUBMISSION OF QUESTIONS

- Shareholders may submit questions in advance on the EGM resolution commencing from Monday, 21 December 2020 and in any event no later than 10.00 a.m., Friday, 15 January 2021 via Boardroom's website at <https://boardroomlimited.my> using the same user ID and password provided in Step (iii) above, and select "SUBMIT QUESTION" to pose questions ("Pre-EGM Meeting Questions").
- Thereafter, on the morning of the EGM, shareholders may also submit questions via the messaging box on Lumi EGM webportal at <https://web.lumiagm.com> starting at 10.00 a.m. This webportal will remain open throughout the virtual EGM session.
- The Board will endeavour to respond to Pre-EGM Meeting Questions and questions submitted from 10.00 a.m. on the day of the EGM and throughout the meeting. However, not all questions will be answered during the meeting. In such event, the responses will be posted on the Company's website as soon as practicable.

### GIFT POLICY

- No gift voucher will be given to shareholders/ proxy holders who participate in the EGM.

### RECORDING OR PHOTOGRAPHY

- No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

## ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD (CONT'D)

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### DIGITAL COPIES OF EGM DOCUMENTS

1. As part of our commitment to protect the environment from paper waste, the following documents can be accessed from our website at <https://fn.com.my/investors/ar2020/>:
  - a. Notice of the EGM and Proxy Form
  - b. Circular in relation to the Proposed SGP2021 ("**Circular**")
2. If you wish to receive a copy of the Circular, you may submit your on-line request via the Share Registrar's website at <https://tiih.online> or complete and submit the Request Form in the Annual Report 2020 (abridged version). The printed Circular will be sent to you by ordinary post within four (4) market days from the date of the receipt of your request.

### ENQUIRY

1. If you have any enquiries prior to the EGM or if you wish to request for technical assistance to participate in the fully virtual 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 : 11<sup>th</sup> Floor, Menara Symphony  
No. 5 Jalan Prof. 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](mailto:BSR.Helpdesk@boardroomlimited.com)

### PERSONAL DATA POLICY

1. By registering for the remote participation and electronic voting 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 for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.