

General Announcement

Reference No **CB-120401-37494**

Company Name : **CARLSBERG BREWERY MALAYSIA BERHAD**
Stock Name : **CARLSBG**
Date Announced : **03/04/2012**

Type : **Announcement**
Subject : **GENERAL MEETINGS
NOTICE OF MEETING**

Description : **The Company wishes to announce that the 42nd Annual General Meeting ("42nd AGM") of Carlsberg Brewery Malaysia Berhad will be held on Thursday, 26 April 2012 at Ballroom Selangor 2 & 3, Grand Dorsett Subang Hotel, Jalan SS12/1, Subang Jaya, 47500, Selangor Darul Ehsan.**

The full text of the Notice of the 42nd AGM scheduled to be published in the STAR paper on 4 April 2012 is attached for your reference.

This announcement is dated 3 April 2012.

Attachments : **CBMB 42 AGM Ad- FINAL.pdf**

Announcement Details/Table Section :

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NOTICE OF 42ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Second (42nd) Annual General Meeting of the Company will be held at Ballroom Selangor 2 @ 3, Grand Dorsett Subang Hotel, Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 26 April 2012 at 11.00 a.m. for the following purposes:

Agenda:

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2011 together with the Directors' and Auditors' reports thereon. **Ordinary Resolution 1**
- To approve a payment of a Final and Special Dividend of 65.5 sen per RM0.50 share less Malaysia Income tax and a Special Tax Exempt Dividend of 2 sen per RM0.50 share in respect of the financial year ended 31 December 2011. **Ordinary Resolution 2**
- To approve the payment of Directors' fees of RM160,000 for the financial year ended 31 December 2011. **Ordinary Resolution 3**
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

Special Business

5. To consider, and if thought fit, pass with or without modifications, the following Resolution:-

RE-ELECTION OF DIRECTOR

"THAT **Craham James Fewless**, who retires pursuant to Article 92(a) of the Articles of Association of the Company, be and is hereby re-elected as Director of the Company." **Ordinary Resolution 5**

6. To consider, and if thought fit, pass with or without modifications, the following Resolutions:-

RE-APPOINTMENT OF DIRECTORS

"THAT pursuant to Section 129 of the Companies Act, 1965, the following Directors who are over the age of seventy (70) years, be and are hereby re-appointed as Directors of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company:

- Dato' Lim Say Chong; and **Ordinary Resolution 6**
- Datuk M.R. Gopala Krishnan C.R.K. Pillai." **Ordinary Resolution 7**

7. To consider, and if thought fit, pass with or without modifications, the following Resolution:

AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT subject always to the provisions of the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution in any one financial year does not exceed 10% of the issued and paid-up share capital of the Company for the time being;

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 8**

8. To consider, and if thought fit, pass with or without modifications, the following Resolution:

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT, subject to compliance with the provisions Section 67A of the Companies Act, 1965, the requirements of Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, approval be and is hereby given to the Company to utilise not more than RM374.6 million being the combined total of the audited distributable retained earnings and share premium reserves of the Company as at 31 December 2011 which stood at RM367.2 million and RM7.4 million respectively, to purchase on Bursa Securities up to 28,477,800 ordinary shares of RM0.50 each of the Company which together with the 2,330,000 ordinary shares of RM0.50 each already purchased earlier and retained as treasury shares, represents 10% of the enlarged issued and paid-up share capital of 308,078,000 ordinary shares of RM0.50 each AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to:

- cancel ALL or PART of the shares so purchased and/or to retain ALL or PART of the shares in treasury ("the treasury shares");
- distribute the treasury shares as dividends to the Company's shareholders for the time being and/or to resell the treasury shares on Bursa Securities; AND/OR
- cancel the shares so purchased or cancel the treasury shares and transfer the amount by which the Company's issued capital is diminished to the capital redemption reserve and subsequently apply the capital redemption reserve to pay up unissued shares of the Company to be issued to the Company's shareholders as fully paid bonus shares;

whereby an announcement regarding the intention of the Directors of the Company in relation to the proposed treatment of the shares purchased and resell thereof has been made to Bursa Securities;

AND THAT such authority from the shareholders would be effective immediately upon passing of this Ordinary Resolution and the aforesaid authority from the shareholders will expire:

- at the conclusion of the next Annual General Meeting ("AGM") unless the authority is renewed by ordinary resolution passed at the said AGM (either unconditionally or subject to condition); or
- upon the expiration of the period within which the next AGM is required by law to be held; or
- if earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991, and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revocations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company." **Ordinary Resolution 9**

9. To consider, and if thought fit, pass with or without modifications, the following Resolution:

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

"THAT subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 3.3(a) of the Circular to Shareholders dated 4 April 2012 ("the Related Party") provided that such transactions are:-

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company ("the Shareholders' Mandate").

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- is revoked or varied by resolution passed by shareholders in a general meeting, whichever is the earliest;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate." **Ordinary Resolution 10**

10. To consider, and if thought fit, pass with or without modifications, the following Resolution:

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

"THAT subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 3.3(b) of the Circular to Shareholders dated 4 April 2012 ("the Related Party") provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company ("the Shareholders' Mandate")

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or
- the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is the earliest;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate." **Ordinary Resolution 11**

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

"THAT the existing Article 66 of the Articles of Association of the Company be deleted in its entirety and replaced therewith with the new Article 66, which shall be read as follows ("Proposed Amendments"):-

Article 66

- A Member of the Company who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint a proxy to attend and vote instead of the Member at the meeting.
- Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it shall be entitled to appoint at least one proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- A proxy need not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- If a Member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.
- The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the Office, or such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

AND THAT the Directors of the Company, be and are hereby authorised to assent to any modifications, variations and/or amendments as may be considered necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company." **Special Resolution 1**

12. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

Notice of Dividend Payment and Closure of Register

NOTICE IS HEREBY GIVEN THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the approval of the shareholders at the Forty-Second (42nd) Annual General Meeting to be held on Thursday, 26 April 2012, a Final and Special Dividend of 65.5 sen per RM0.50 share less Malaysia Income tax and a Special Tax Exempt Dividend of 2 sen per RM0.50 share in respect of the financial year ended 31 December 2011 will be payable on 18 May 2012 to shareholders registered in the Register of Members and Record of Depositors at the close of business on 4 May 2012.

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

- Shares transferred into the Depositor's securities account before 4.00 p.m. on 4 May 2012 in respect of ordinary transfers;
- Shares deposited into the Depositor's securities account before 12.30 p.m. on 2 May 2012 (in respect of shares which are exempted from mandatory deposit); and
- 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

Low Young Fah (MIA 10936)

Secretary

Shah Alam

4 April 2012

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint ONE person as his proxy to attend and vote in his stead at the meeting. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- If a member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.
- Where a member of the Company is an exempt authorised nominee which holds ordinary 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.
- Where the Proxy Form is executed by a corporation, it must be either under its Seal or under the hand of an officer or attorney duly authorised.
- The Proxy Form must be deposited at the Share Registrar's office, Tiscor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding the meeting.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be deemed to be the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 50(9)(b) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 19 April 2012 and only the Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

Explanatory Notes on Special Business

(i) **Ordinary Resolution 5 - Re-election of Director**
The business on re-election of Director that is to be transacted at the Annual General Meeting is deemed special pursuant to Article 51 of the Articles of Association of the Company.

(ii) **Ordinary Resolutions 6 and 7 - Re-appointment of Directors pursuant to Section 129 of the Companies Act, 1965**

The proposed Ordinary Resolutions 6 and 7 in relation to the re-appointment of Dato' Lim Say Chong and Datuk M.R. Gopala Krishnan C.R.K. Pillai respectively, if passed, will enable both Dato' Lim Say Chong and Datuk M.R. Gopala Krishnan C.R.K. Pillai to continue in office until conclusion of the next Annual General Meeting.

(iii) **Ordinary Resolution 8 - Authority for Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**
This resolution is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares in the Company up to and not exceeding in total ten per cent (10%) of the issued and paid-up share capital of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
This mandate is a renewal of the last mandate granted to the Directors at the Forty-First (41st) Annual General Meeting held on 26 April 2011 and which will lapse at the conclusion of the Forty-Second (42nd) Annual General Meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the last mandate. The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

(iv) **Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority**
The detailed text on Ordinary Resolution 9 on the Proposed Renewal of Share Buy-Back Authority is included in the Circular to Shareholders dated 4 April 2012 which is enclosed together with the Annual Report.

(v) **Ordinary Resolution 10 - Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal Shareholders' Mandate")**

The detailed text on Ordinary Resolution 10 on the Proposed Renewal Shareholders' Mandate is included in the Circular to Shareholders dated 4 April 2012 which is enclosed together with the Annual Report.

(vi) **Ordinary Resolution 11 - Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")**

The detailed text on Ordinary Resolution 11 on the Proposed New Shareholders' Mandate is included in the Circular to Shareholders dated 4 April 2012 which is enclosed together with the Annual Report.

(vii) **Special Resolution 1 - Proposed Amendments to the Articles of Association**
The proposed amendments to the Articles of Association are in line with the directive of Bursa Malaysia Securities Berhad dated 22 September 2011 and for administrative purpose.