

General Announcement

Reference No **CB-110323-40343**

Company Name : **CARLSBERG BREWERY MALAYSIA BERHAD**
Stock Name : **CARLSBG**
Date Announced : **01/04/2011**

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

Description : **The Company wishes to announce that the 41st Annual General Meeting ("41st AGM") of Carlsberg Brewery Malaysia Berhad (9210-K) will be held on Tuesday, 26 April 2011 at 11.00 am at Ballroom Selangor 2 & 3, Grand Dorsett Subang Hotel, Jalan SS12/1, 47500, Subang Jaya, Selangor Darul Ehsan.**

The full text of the Notice of the 41st AGM scheduled to be published in the STAR paper on 4 April 2011 is attached for your reference.

This announcement is dated 1 April 2011.

Attachments : **[Carls 41st AGM ad -final.pdf](#)**

Announcement Details/Table Section :

© 2011, Bursa Malaysia Berhad. All Rights Reserved.

NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-first (41st) 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 Tuesday, 26 April 2011 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 2010 together with the Directors' and Auditors' reports thereon.

Ordinary Resolution 1

- To approve a payment of a Final Dividend of 75 sen per RM50 share less Malaysian income tax and a Special Dividend of 43 sen per RM50 share less Malaysian income tax in respect of the financial year ended 31 December 2010.

Ordinary Resolution 2

- To approve the payment of Directors' fees of RM116,000 for the financial year ended 31 December 2010.

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

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

RE-ELECTION OF DIRECTOR

"THAT Dato' Chin Voon Loong, 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

- 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
- Datuk M.R. Gopala Krishnan C.R.K. Pillai"

Ordinary Resolution 6

Ordinary Resolution 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

- 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 RM376.4 million being the combined total of the audited distributable retained earnings and share premium reserves of the Company as at 31 December 2010 which stood at RM369.0 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 rationale 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 purchases) 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, variations, 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

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

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature and with specified classes of the related parties as stated in Section 2.3 of the Circular to Shareholders dated 4 April 2011 which are necessary for the Group's day to day operations subject to the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public where applicable and are not to the detriment of the minority shareholders;
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

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

- the conclusion of the next AGM of the Company at which time it will lapse, unless by resolution passed at the next AGM whereby the authority is renewed;
- the expiration of the period within which the next AGM of the Company subsequent to the date it 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
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier.

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

Ordinary Resolution 10

10. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

"THAT the proposed amendments to the Articles of Association of the Company ("Proposed Amendments") as set out below be and are hereby approved and adopted:

(a) Article 66(d) – Instrument Appointing a Proxy

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.

(b) Article 99 – Dividend Warrants

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or Record of Depositors or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

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

- 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 approval of the shareholders at the Forty-first (41st) Annual General Meeting to be held on Tuesday, 26 April 2011, a Final Dividend of 75 sen per RM0.50 share less Malaysian income tax and a Special Dividend of 43 sen per RM0.50 share less Malaysian income tax in respect of the financial year ended 31 December 2010 will be payable on 20 May 2011 to shareholders registered in the Register of Members and Record of Depositors at the close of business on 5 May 2011.

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 5 May 2011 in respect of ordinary transfers;
- Shares deposited into the Depositor's securities account before 12.30 p.m. on 3 May 2011 (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

Law Yong Fah (MIA IO936)

Secretary

Shah Alam

4 April 2011

Notes:

- A member entitled to attend and vote at the meeting may appoint ONE person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company and if not a member, need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.
- 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 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 Registered Office at No. 55 Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor, 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 requesting 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 2.6(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 20 April 2011 and only a Depositor whose name appear 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 proposed 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 the 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 Fortieth (40th) Annual General Meeting held on 27 April 2010 and which will lapse at the conclusion of the Forty-first (41st) 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 2011 which is enclosed together with the Annual Report.

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

The detailed text on Ordinary Resolution 10 on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is included in the Circular to Shareholders dated 4 April 2011 which is enclosed together with the Annual Report.

(vi) Special Resolution 1 – Proposed Amendment to the Articles of Association

The proposed amendments to the Articles of Association will enable the Company to implement the Electronic Dividend ('eDividend') to comply with the directive of Bursa Malaysia Securities Berhad dated 19 February 2010 and for administrative purpose.