

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Fifty-Fifth (55th) Annual General Meeting (“AGM”) of Carlsberg Brewery Malaysia Berhad (“the Company”) will be held at Dorsett Grand Subang Hotel, Grand Selangor Ballroom, Jalan SS12/1, 47500 Subang Jaya, Selangor, Malaysia (“Venue”) on Wednesday, 7 May 2025 at 10.00 a.m. to transact the following businesses:

CARLSBERG BREWERY MALAYSIA BERHAD
Company No. [196901000792 (9210-K)]
(Incorporated in Malaysia)

AGENDA	IMPORTANT NOTICE	EXPLANATORY NOTE
Ordinary Business		1. Note A
1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors' and Auditors' Reports thereon.	Please refer to Explanatory Note A.	This Agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Act, the audited financial statements do not require formal approval of shareholders and hence the matter will not be put forward for voting.
2. To approve the payment of a Final Single-Tier Dividend of 35 sen per ordinary share in respect of the financial year ended 31 December 2024.	Resolution 1	2. Resolution 1 – Declaration of a Final Single-Tier Dividend
3. To re-elect Stefano Clini, who retires pursuant to Article 21.6 of the Constitution of the Company, as Director of the Company.	Resolution 2	Pursuant to Paragraph 8.26(2) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad, the final single-tier dividend, if approved, will be paid no later than three (3) months from the date of shareholders' approval.
4. To re-elect Chan Po Kei Kay, who retires pursuant to Article 21.6 of the Constitution of the Company, as Director of the Company.	Resolution 3	3. Resolutions 2 to 3 – Re-election of Directors
5. To approve the payment of Directors' fees and benefits up to an amount of RM600,000 for the period from 8 May 2025 until the next Annual General Meeting of the Company.	Resolution 4	Stefano Clini and Chan Po Kei Kay (“Retiring Directors”) are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 55 th AGM.
6. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	Resolution 5	The Retiring Directors do not have any conflict of interest with the Company and have no family relationship with any Directors and/or major shareholder of the Company.
Special Business		The Retiring Directors had provided the Directors' Fit and Proper Declarations and the Board had through the Nomination and Remuneration Committee (“NRC”) assessed the Retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their role as Directors.
To consider, and if thought fit, to pass the following Resolution, with or without modifications, as Ordinary Resolution of the Company:		The Board had also through the NRC assessed the independence of Stefano Clini and Chan Po Kei Kay and is satisfied that they met the criteria of independence as prescribed in the MMLR of Bursa Malaysia Securities Berhad.
7. ORDINARY RESOLUTION PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	Resolution 6	4. Resolution 4 – Directors' Fees and Benefits
“THAT subject to the provisions of the Main Market 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 parties as set out in Section 2.3 of the Circular to Shareholders dated 28 March 2025 (“the Related Parties”) provided that such transactions are:-	6. 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.	Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.
(a) necessary for the Group's day-to-day operations;	7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.	The proposed Directors' fees and benefits for the period from 8 May 2025 until the next AGM are calculated based on the current Board size and the number of scheduled Board and Committee meetings for 2025 up to the next AGM. In the event the proposed amount is insufficient, e.g. due to additional meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.
(b) undertaken in the ordinary course of business at arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and	8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:	The resolution, if passed, will allow the Company to make the payment to the Non-Executive Directors (“NEDs”) on a monthly basis. The Board is of the view that it is just and equitable for the NEDs to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.
(c) are not to the detriment of the minority shareholders of the Company	(a) In hard copy form In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively deposited in the dropbox located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.	5. Resolution 5 – Re-appointment of Auditors
(“Proposed Shareholders' Mandate”).	(b) By electronic form The Form of Proxy can be electronically lodged with the Share Registrar of the Company via TIH Online at https://tjih.online . Kindly refer to the procedures for electronic lodgement of Form of Proxy via TIH Online.	The Audit Committee and the Board have assessed the suitability, objectivity and independence of the Auditors, Messrs PricewaterhouseCoopers PLT and considered the re-appointment of Messrs PricewaterhouseCoopers PLT as Auditors of the Company. The Audit Committee and the Board collectively agreed and are satisfied that Messrs PricewaterhouseCoopers PLT meets the relevant criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Malaysia Securities Berhad.
THAT such approval shall continue to be in force until:-	9. Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.	EXPLANATORY NOTE ON SPECIAL BUSINESS
(a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or	10. Last date and time for lodging the Form of Proxy is on Monday, 5 May 2025 at 10.00 a.m.	1. Resolution 6 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature (collectively “Proposed Shareholders' Mandate”)
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or	11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively deposited in the dropbox located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.	This resolution, if passed, will authorise the Company and each of its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature in the ordinary course of business.
(c) revoked or varied by resolution passed by the shareholders at a general meeting,	12. For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively deposited in the dropbox located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:-	The detailed text on Resolution 6 on the Proposed Shareholders' Mandate is included in the Circular to Shareholders dated 28 March 2025.
whichever is the earlier;	(a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.	
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 Proposed Shareholders' Mandate.”	(b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:	
8. To consider any other business of which due notice shall be given in accordance with the Companies Act 2016 and the Company's Constitution.	(a) at least two (2) authorised officers, of whom one shall be a director; or	
NOTICE OF DIVIDEND PAYMENT AND CLOSURE OF REGISTER	(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.	
NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the 55 th AGM to be held on Wednesday, 7 May 2025, a Final Single-Tier Dividend of 35 sen per ordinary share in respect of the financial year ended 31 December 2024 will be payable on 4 July 2025 to shareholders registered in the Register of Members and Record of Depositors at the close of business on 13 June 2025, 5.00pm.		
A depositor shall qualify for entitlement to the dividends only in respect of:		
(a) Shares transferred into the Depositor's securities account before 4.30 p.m. on 13 June 2025 in respect of transfers;		
(b) Shares deposited into the Depositor's securities account before 12.30 p.m. on 10 June 2025 in respect of shares which are exempted from mandatory deposit; and		
(c) 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		
Koh Poi San (SSM PC No. 201908000044) (LS No. 0009701) Ong E-Shynn (SSM PC No. 202208000644) (MACS 01889) Company Secretaries		
Shah Alam 28 March 2025		