

Laporan Tahunan 2002 Annual Report



CARLSBERG BREWERY MALAYSIA BERHAD

(9210-K)



# The Land of Green Welcomes





# Another Shade of Green

## Contents

<b>3</b>	<b>Corporate Information</b>	<b>45</b>	<b>Financial Highlights</b>
<b>4</b>	<b>Board of Directors</b>	<b>47</b>	<b>Financial Results</b>
<b>5</b>	<b>Directors' Profile</b>	<b>86</b>	<b>Particulars of Group Properties</b>
<b>9</b>	<b>Chairman's Statement</b>	<b>87</b>	<b>Carlsberg Sales Offices and Depots in Malaysia</b>
<b>22</b>	<b>2002 Overview</b>	<b>88</b>	<b>Analysis of Shareholdings</b>
<b>29</b>	<b>Statement Of Corporate Governance</b>	<b>90</b>	<b>Share Performance &amp; Material Contracts</b>
<b>35</b>	<b>Statement Of Internal Control</b>	<b>91</b>	<b>Notice of Annual General Meeting</b>
<b>38</b>	<b>Audit Committee Report</b>	<b>96</b>	<b>Statement Accompanying Notice of Annual General Meeting</b>
<b>43</b>	<b>Responsibility Statement</b>		<b>Proxy Form</b>
<b>44</b>	<b>Ten-Year Financial Summary</b>		



# The undisputed beer.

The original beer from the Danish Master Brewer is the most popular beer in Malaysia. Carlsberg Green Label is enjoyed for its refreshing and consistently excellent taste. Drinkers who have acquired the taste of Carlsberg Green Label recognize that there is no substitute for this premium quality beer which is a requisite in social functions and celebrations.

## CHARACTERISTICS:

- **Colour**  
Pale yellow
- **Alcohol Content**  
5.0%
- **Pack Size**  
Can 320ml  
Pint bottle 325ml  
Quart bottle 660ml  
Draught 22.7 litres  
Draught 30 litres





# Corporate Information

## DIRECTORS

Dato' Jorgen Bornhoft, *D.P.T.J.*  
(*Kehormat*)  
(*Chairman*)

Chan Hua Eng, *R OBE*

Jen. (B) Tan Sri Dato' Mohd. Ghazali  
bin Dato' Mohd. Seth, *P.G.A.T.,*  
*P.M.N., P.S.M., S.P.M.J., S.I.M.P.,*  
*D.H.M.S., P.N.B.S., J.M.N., P.P.C., jssc,*  
*psc*

Y.A.M. Tunku Naquiyuddin ibni  
Tuanku Ja'afar, *D.K., D.K.Y.R.,*  
*S.P.N.S., S.P.M.P., P.P.T.*

Tan Sri Datuk Asmat bin Kamaludin  
*P.S.M., P.J.N., J.S.M., S.M.J., K.M.N.*

Mogens Thomsen

Paul Assar Bergqvist

Bjorn Sondenskov

Chin Voon Loong

## MANAGING DIRECTOR

Bjorn Sondenskov

## SECRETARY

Chin Voon Loong

## AUDIT COMMITTEE

Chan Hua Eng (*Chairman*)  
(*Independent Non-Executive*  
*Director*)

Jen. (B) Tan Sri Dato' Mohd. Ghazali  
bin Dato' Mohd. Seth  
(*Independent Non-Executive*  
*Director*)

Y.A.M. Tunku Naquiyuddin ibni  
Tuanku Ja'afar  
(*Independent Non-Executive*  
*Director*)

Dato' Jorgen Bornhoft  
(*Non-Executive Chairman*)

## AUDITORS

Ernst & Young  
Chartered Accountants

## SOLICITORS

Shearn, Delamore & Co.

## REGISTERED OFFICE

No. 55, Persiaran Selangor  
Section 15, 40200 Shah Alam  
Selangor Darul Ehsan  
Tel : (03) 5522 6688  
Fax : (03) 5519 1931  
E-mail : [info@carlsberg.com.my](mailto:info@carlsberg.com.my)  
Website: [www.carlsberg.com.my](http://www.carlsberg.com.my)

## REGISTRARS

Signet Share Registration Services  
Sdn. Bhd.  
11th Floor, Tower Block  
Kompleks Antarabangsa  
Jalan Sultan Ismail  
50250 Kuala Lumpur

## BANKERS

Public Bank Berhad  
Wisma Lim Foo Yong  
86, Jalan Raja Chulan  
50200 Kuala Lumpur

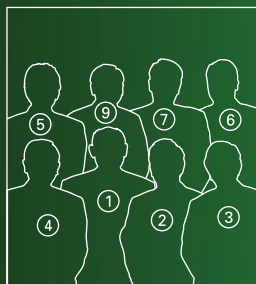
Maybank Berhad  
Menara Maybank  
100, Jalan Tun Perak  
50050 Kuala Lumpur

HSBC Bank Malaysia Berhad  
2, Leboh Ampang  
50100 Kuala Lumpur

ABN Amro Bank Berhad  
Level 26, MNI Twins, Tower 2  
11, Jalan Pinang  
50450 Kuala Lumpur



## Board of Directors



**1 DATO' JORGEN BORNHOFT**  
*Non-Executive Chairman*

**2 CHAN HUA ENG**  
*Independent Non-Executive Director*

**3 JEN (B) TAN SRI DATO' MOHD  
GHAZALI BIN DATO' MOHD. SETH**  
*Independent Non-Executive Director*

**4 Y.A.M. TUNKU NAQUIYUDDIN IBNI  
TUANKU JA'AFAR**  
*Independent Non-Executive Director*

**5 TAN SRI DATUK ASMAT BIN  
KAMALUDIN**  
*Independent Non-Executive Director*

**6 MOGENS THOMSEN**  
*Non-Executive Director*

**7 PAUL ASSAR BERGQVIST**  
*Director*

**8 BJORN SONDENSKOV**  
*Managing Director  
(not in picture)*

**9 CHIN VOON LOONG**  
*Executive Director*





# Directors' Profile

## **Dato' Jorgen Bornhoft,**

*D.P.T.J. (Kehormat)*

**Non-Executive Chairman**

*Member of Audit Committee*

*Member of Nomination Committee*

*Member of Remuneration Committee*

*Member of ESOS Committee*

Dato' Jorgen Bornhoft, aged 61, a Dane, was appointed to the Board on 30 October 1995. On 18 November 2002, Dato' was appointed as Executive Chairman of CBMB and on 28 January 2003, he was appointed as Chief Executive Officer of Carlsberg Asia Pte Ltd. On 1 April 2003, Dato' stepped down as Executive Chairman of CBMB but remains as a Non-Executive Chairman.

Dato' Bornhoft holds a degree in Accountancy and Finance from the Copenhagen Business School. Prior to his appointment to Carlsberg Malaysia, Dato' was Vice-President in Carlsberg International A/S, responsible for licence agreements in Asia, foreign subsidiaries and new projects. Dato' Bornhoft was also previously a General Manager of a brewery in Greece.

Currently, Dato' Bornhoft holds directorships in ABN Amro Bank Berhad, South East Asia Brewery Ltd (Vietnam), The Ceylon Brewery Ltd (Sri Lanka), The Lion Brewery Ceylon Ltd (Sri Lanka), Hite Brewery Co. Ltd (Korea), Tsingtao Brewery Shanghai Songjiang Co. Ltd (China) and Lao Brewery Co. Ltd (Laos). Dato' is a past President of the Malaysian International Chamber of Commerce and Industry and now a Committee Member of the same. He is also a Board Member of the Malaysian Danish Business Council and Yayasan Kecemerlangan Sukan Malaysia.

## **Chan Hua Eng, R OBE**

**Independent Non-Executive Director**

*Chairman of Audit Committee*

*Chairman of Remuneration Committee*

*Member of Nomination Committee*

*Member of ESOS Committee*

Mr Chan Hua Eng, aged 74, a Malaysian, was appointed to the Board on 6 December 1971.

Mr Chan is a law graduate with Honours from the University of Bristol, a Barrister-at-Law of Middle Temple and an Associate Member of the Malaysian Institute of Taxation. He was previously a Senior Partner at Shearn Delamore & Co., Chairman of the Malaysian Bar Council, part-time Judicial Commissioner and Chairman of the Sabah Inquiry Commission.

Mr Chan presently serves on the Boards of Malayan Cement Berhad, Lingui Development Berhad, Rohas-Euco Industrial Berhad, Pacific & Orient Berhad and Glenealy Plantations (Malaya) Berhad. He is also a Board Member of the Malaysian Danish Business Council.

## **Jen (B) Tan Sri Dato' Mohd Ghazali bin Dato' Mohd. Seth,**

*P.G.A.T., P.M.N., P.S.M., S.P.M.J., S.I.M.P., D.H.M.S., P.N.B.S., J.M.N., P.P.C., jssc, psc*

**Independent Non-Executive Director**

*Member of Audit Committee*

Jen (B) Tan Sri Dato' Mohd Ghazali bin Dato' Mohd. Seth, aged 74, a Malaysian, was appointed to the Board on 11 July 1997.

Jen (B) Tan Sri Dato' Mohd Ghazali bin Dato' Mohd. Seth possesses numerous military qualifications from the United Kingdom, namely, Military Officer from the Royal Military College, Sandhurst, Military Command & Staff from the Staff College Camberly, Military Intelligence from the Staff Intelligence Ashford and Joint Services from Staff College Latimar. He retired as the Chief of Armed Forces after 35 years of service with the Malaysian Armed Forces. He has also served as a Senator in the Malaysian Parliament and as a Vice-President with the Ex-Servicemen Association.

Currently, Jen (B) Tan Sri Dato' Mohd Ghazali bin Dato' Mohd. Seth holds directorships in Nestle (Malaysia) Berhad and ABN Amro Bank Berhad. He also holds positions in various organisations, namely, Distinguished Fellow with the Institute of Strategic and International Studies (ISIS), Chairman of the Board of Trustees of Yayasan Amanah Pembinaan Insan, Member of the Board of Trustees of the Neuro Surgical Foundation, Director of United World College, Chairman of the Retired Armed Forces Officers Club and a Member of the Board of Trustees of the Johore Malay Chamber of Commerce of Malaysia.

## **Y.A.M. Tunku Naquiyuddin ibni Tuanku Ja'afar,**

*D.K., D.K.Y.R., S.P.N.S., S.P.M.P., P.P.T.*

**Independent Non-Executive Director**

*Member of Audit Committee*

Y.A.M. Tunku Naquiyuddin ibni Tuanku Ja'afar, aged 56, a Malaysian, was appointed to the Board on 6 August 1999.



## Directors' Profile (contd.)

Y.A.M. Tunku Naquiyuddin ibni Tuanku Ja'afar read International Politics at the University College of Wales in Aberystwyth and graduated with a Bachelor of Science degree with Honours in Economics from the same college. Tunku served in the Ministry of Foreign Affairs and was posted as the 2nd Secretary with the Malaysian Embassy in Paris. Tunku later headed Antah Holdings Berhad as its Chairman, a position held till today, which was vacated for a 5-year period during his tenure as the Regent of Negeri Sembilan from 1994 to 1999. Tunku was also a Council Member of the Business Council for Sustainable Development, a Geneva-based organisation, Founder and Head of the Federation of Public Listed Companies Berhad, Council Member of the Canada-ASEAN Centre and Committee Member of the Kuala Lumpur Stock Exchange.

Y.A.M. Tunku Naquiyuddin ibni Tuanku Ja'afar presently sits on the Boards of Antah Holdings Berhad, Malayawata Steel Berhad and Kian Joo Can Factory Bhd.

**Tan Sri Datuk Asmat bin Kamaludin,**  
*P.S.M., P.J.N., J.S.M., S.M.J., K.M.N.*  
**Independent Non-Executive Director**  
**Chairman of Nomination Committee**  
**Member of Remuneration Committee**

Tan Sri Datuk Asmat bin Kamaludin, aged 59, a Malaysian, was appointed to the Board on 1 February 2001.

Tan Sri Datuk Asmat bin Kamaludin obtained a Bachelor of Economics (Honours) degree from the University of Malaya and later graduated with distinction from a special programme on the European Economic Community in Amsterdam. Tan Sri served in the Ministry of International Trade and Industry

(MITI) for 34 years, and retired as its Secretary General, a position he had held for 9 years. Dealing with both domestic and international trade sectors at MITI, he had also worked with several international bodies such as ASEAN, WTO and APEC, representing Malaysia in relevant negotiations and agreements. Tan Sri Datuk Asmat bin Kamaludin was also actively involved in several national organisations such as Johor Corporation, the Small and Medium Scale Industries and MATRADE.

Currently, Tan Sri Datuk Asmat bin Kamaludin is a Board Member of Malaysian Pacific Industries Bhd, UMW Holdings Berhad, Shangri-la Hotels Malaysia Bhd, Lion Industries Berhad, YTL Cement Berhad, Commerce-Asset Holdings Berhad, Matsushita Electric Company (Malaysia) Berhad, Symphony House Berhad, SCOMI Group Berhad and Permodalan Nasional Berhad. He is also a Member of a special Committee set up by MITI to discuss and monitor trade matters in relation to the WTO.

**Mogens Thomsen**  
**Non-Executive Director**

Mr Mogens Thomsen, aged 42, a Dane, was appointed to the Board on 10 March 1999.

Mr Mogens Thomsen graduated from the Copenhagen Business School with a degree in International Trade & Economics. He has been working with the Carlsberg A/S Group for 22 years, beginning his career as a Management Trainee and subsequently holding positions such as Product Manager, Regional Sales Manager, General Manager and Group Vice-President of Carlsberg A/S and subsidiaries hereof in Denmark, France, Cameroon, Ivory Coast and Spain.

Mr Thomsen is presently the Sales and Marketing Director of Carlsberg Asia Holdings Pte Ltd as well as Chairman of South East Asia Brewery Ltd and Hue Brewery Ltd (both in Vietnam) and a Director of Carlsberg Singapore Pte Ltd.

**Paul Assar Bergqvist**  
**Non-Executive Director**

Mr Paul Assar Bergqvist, aged 56, a Swede, was appointed to the Board on 18 November 2002.

Mr Bergqvist graduated from a Technical and Economic high school. Prior to his appointment to Carlsberg Malaysia, Mr Bergqvist held several senior positions in Sweden and was appointed as the Executive Vice President of Carlsberg Breweries A/S in 2001.

Currently, Mr Bergqvist is the Chairman of the Danish Malting Group and a member of the Board of Carlsberg Asia Ltd. in Singapore, Carlsberg-Tetley Brewing Ltd. in England and Danbrew Ltd A/S in Denmark. He is also a member of the supervisory board of several companies in Sweden, Russia and Turkey.

**Mr Bjorn Sondenskov**  
**Managing Director**

Mr Bjorn Sondenskov, aged 41, a Dane, was appointed to the Board on 1 April 2003.

Mr Sondenskov holds a Bachelor of Science (Economics) degree from the Copenhagen Business School and a Diplome (a European Masters in General Management) from Ecole Europeenne des Affaires (Paris-Oxford-Berlin) which is part of the Chamber of Commerce and Industry in Paris. Prior to his appointment to Carlsberg Malaysia, Mr Sondenskov was the Director/Chief







Financial Officer and member of the Management Board of Hanner Brauerei GmbH, Germany, responsible for finance, controlling, information technology and production. Mr Sondenskov has been working with the Carlsberg A/S Group for 14 years, holding various positions such as Regional Manager, General Manager, Senior General Manager and Group Vice-President.

Mr Sondenskov does not hold any directorships in public companies.

**Chin Voon Loong**  
Executive Director

Mr Chin Voon Loong, aged 46, a Malaysian, was appointed as an Alternate Director to Mogens

Thomsen on 10 March 1999. Mr Chin was subsequently appointed as a Director on 1 April 2003.

Mr Chin obtained a Bachelor of Science (Honours) degree in Systems and Management from The City of London University and is a Fellow Member of the Institute of Chartered Accountants in England and Wales. He is also a Chartered Accountant with the Malaysian Institute of Accountants, an Associate Member of the Malaysian Institute of Taxation and a Member of the Institute of Company Secretaries, Malaysia. He was employed by Messrs Ernst & Whinney in London and subsequently, by the same firm in Kuala Lumpur. Mr Chin has worked

with Carlsberg Malaysia for 16 years. He currently holds the position of Chief Financial Officer/ Company Secretary of Carlsberg Malaysia and Commercial Director of Carlsberg Marketing Sdn Bhd.

Mr Chin is a director of The Lion Brewery Ceylon Limited (Sri Lanka).

**Other information on Directors**

None of the Directors have any family relationship with any director/major shareholder of the Group and the Company, nor any interest in any business arrangement involving the Group and the Company. None of them have had any convictions for any offences within the past 10 years.

## Management Team



1 **Bjorn Sondenskov**  
Managing Director (not in picture)

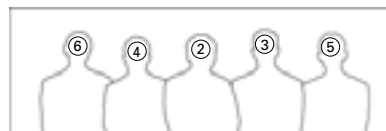
2 **Chin Voon Loong**  
Executive Director/  
Chief Financial Officer/  
Company Secretary

3 **Martin James Cecil**  
Technical Manager

4 **Chan Chee Seng**  
Corporate Services Manager

5 **Walter Yu Teh Meng**  
National Sales Manager

6 **Johan Skov Jensen**  
Market Development Consultant



# The signature lager.

Carl's unique balance of rich aroma, bitterness and smoothness make it a favourite among sophisticated drinkers who enjoy the finer things in life.

## CHARACTERISTICS:

- **Colour**  
Pale yellow
- **Alcohol Content**  
5.0%
- **Pack Size**  
Can 320 ml  
Pint bottle 325ml  
Quart 640 ml  
Draught 22.7 litres



Since its inception, Carlsberg Malaysia has substantially increased production of the Carlsberg range of products. In addition to Carlsberg Green Label - the undisputed leader in the local beer market, the range also includes Carlsberg Special Brew, Carl's, Carlsberg Ice Beer, Chang Beer, Royal Stout, Jolly Shandy, Nutrimalt and Tetley's.

