



Carlsberg Brewery Malaysia Berhad

Annual Report {2004} Laporan Tahunan

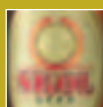


Table of Contents



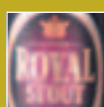
Corporate
Information

02



Board of
Directors

04



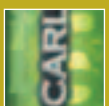
Directors'
Profile

05



Management
Team

10



Chairman's
Statement

12



2004
Overview

24



Ten-Year
Financial
Summary

36



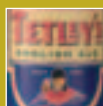
Financial
Highlights

37



Development of
Investment in
Carlsberg
Brewery Malaysia
Berhad Shares

38



Statement of
Corporate
Governance

39



Statement on
Internal
Control

46



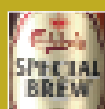
Audit
Committee
Report

49



Responsibility
Statement by
the Board of
Directors

52



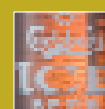
Financial
Results
2004

53



Carlsberg Sales
Offices and
Depots in
Malaysia

88



Particulars
of Group
Properties

90



Analysis of
Shareholdings

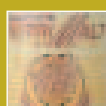
91



Directors'
Interest

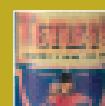
Share
Performance

93



Material
Contracts

94



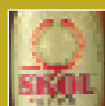
Notice of
Annual General
Meeting

95



Statement
Accompanying
Notice of 35th
Annual General
Meeting

100



Form of
Proxy

Corporate Information



DIRECTORS

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

Chan Hua Eng, R OBE

Gen. (R) 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

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

Dato' Lim Say Chong,
J.S.M., D.M.P.N.

Jesper Bjoern Madsen

Bjorn Sondenskov

Mogens Joenck

Chin Voon Loong

MANAGING DIRECTOR

Mogens Joenck

SECRETARY

Chin Voon Loong

AUDIT COMMITTEE

Chan Hua Eng
(Independent Non-Executive Director)

Gen. (R) Tan Sri Dato' Mohd.
Ghazali bin Dato' Mohd. Seth
(Independent Non-Executive Director)

Dato' Lim Say Chong
(Independent Non-Executive Director)

Chin Voon Loong
(Executive Director)

AUDITORS

Ernst & Young
Chartered Accountants

SOLICITORS

Shearn Delamore & Co.

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

No. 55, Persiaran Selangor,
Section 15, 40200 Shah Alam,
Selangor Darul Ehsan.
Tel : +603 5522 6688
Fax : +603 5519 1931
Email : info@carlsberg.com.my
Website : www.carlsberg.com.my

REGISTRARS

Symphony Share Registrars Sdn Bhd
(formerly known as Signet Share Registration
Services Sdn Bhd)
Level 26, Menara Multi-Purpose,
Capital Square,
No 8, Jalan Munshi Abdullah,
50100 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.

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

A close-up photograph of a person's hands, wearing a dark long-sleeved shirt and a metal watch, holding a large, dense pile of golden-brown malted barley grains. The hands are positioned over a large, open sack filled with the same grains. The background shows a dark, textured surface, possibly a floor or a wall, with a metal grate visible in the upper right corner.

Share the Secret

We use the finest ingredients to ensure supreme quality and the perfect taste. From brewing to bottling, we emphasise on the highest standards set by the Carlsberg Quality Group in Denmark. This is our heritage and that's what makes us different.

Board of Directors



[1] Dato' Jorgen Bornhoft

Chairman

[2] Chan Hua Eng

Independent Non-Executive Director

[3] Gen. (R) Tan Sri Dato' Mohd. Ghazali bin Dato' Mohd Seth

Independent Non-Executive Director

[4] Tan Sri Datuk Asmat bin Kamaludin

Independent Non-Executive Director

[5] Dato' Lim Say Chong

Independent Non-Executive Director

[6] Jesper Bjoern Madsen

Non-Executive Director

[7] Bjorn Sondenskov

Non-Executive Director

[8] Mogens Joenck

Managing Director

[9] Chin Voon Loong

Executive Director





Directors' Profile

Dato' Jorgen Bornhoft

D.P.T.J. (Kehormat)

Chairman

Member of Remuneration Committee

Member of ESOS Committee

Dato' Jorgen Bornhoft, aged 63, a Dane, is the Chairman of Carlsberg Brewery Malaysia Berhad ("CBMB"), and has been heading the Carlsberg organisation since 1991. Dato' Bornhoft was appointed to the Board on 30 October 1995. He was appointed Chief Executive Officer of Carlsberg Asia Pte Ltd in Singapore on 28 January 2003.

Dato' Bornhoft holds a degree in Accountancy and Financing (Bachelor of Commerce) from the Copenhagen Business School, and attended executive management courses at INSEAD. Prior to his appointment to CBMB, Dato' was Vice-President in Carlsberg International A/S, Denmark, responsible for foreign subsidiaries and new projects. He was also responsible for licence agreements in Asia. In the 1980s, Dato' was appointed as General Manager of a brewery in Greece.

Dato' was a President of the Malaysian International Chamber of Commerce and Industry from 1996 to 1999.

Currently, the directorships held by Dato' Bornhoft in public companies are ABN Amro Bank Bhd (Malaysia), Hap Seng Consolidated Bhd (Malaysia), The Ceylon Brewery Ltd (Sri Lanka), The Lion Brewery Ceylon Ltd (Sri Lanka), Hite Brewery Co. Ltd (South Korea), Lao Brewery Co. Ltd (Laos), Carlsberg Thai Co. Ltd (Thailand) and Carlsberg Brewery Hong Kong Ltd (Hong Kong).



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 76, 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 Institute of Taxation, United Kingdom. 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 Lafarge Malayan Cement Bhd, Lingui Development Bhd, Rohas-Euco Industrial Bhd, Pacific & Orient Bhd and Glenealy Plantations (Malaya) Bhd. He is also a Board Member of the Malaysian Danish Business Council.



Gen. (R) 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

Gen. (R) Tan Sri, aged 76, a Malaysian, was appointed to the Board on 11 July 1997.

Gen. (R) Tan Sri 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, Gen. (R) Tan Sri holds directorships in Nestle (Malaysia) Bhd, ABN Amro Bank Bhd and Pacific & Orient Insurance Co. Bhd. 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, Chairman of the Board of Trustees of the Neuro Surgical Foundation, Chairman of the Retired Armed Forces Officers Club, Member of the Board of Trustees of the Johore Malay Chamber of Commerce of Malaysia and Chairman of the Investment Panel, Armed Forces Provident Fund (LTAT).



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 61, a Malaysian, was appointed to the Board on 1 February 2001.

Tan Sri obtained a Bachelor of Economics (Honours) degree from the University of Malaya and later attended a special programme on the European Economic Community in Amsterdam. Tan Sri served in the Ministry of International Trade and Industry (MITI) for 35 years, and retired as its Secretary General, a position he 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. He was also actively involved in several national organisations such as Johor Corporation, the Small and Medium Scale Industries and MATRADE.

Currently, Tan Sri is a Board Member of Malaysian Pacific Industries Bhd, UMW Holdings Bhd, Lion Industries Corporation Bhd, YTL Cement Bhd, Commerce-Asset Holdings Bhd, Matsushita Electric Company (Malaysia) Bhd, Symphony House Bhd, SCOMI Group Bhd, Permodalan Nasional Bhd and Salwan Corporation Bhd.



Dato' Lim Say Chong
J.S.M., D.M.P.N.
Independent Non-Executive Director
Member of Audit Committee

Dato' Lim Say Chong, aged 64, a Malaysian, was appointed to the Board on 21 May 2003.

Dato' Lim obtained a Bachelor of Arts with Honours from the University of Malaya and a Masters in Business Administration from the University of British Columbia, Canada. He also attended an Advanced Management Programme at the Harvard Business School, Boston. Dato' Lim worked with the Imperial Chemical Industries (ICI) Plc's Group of Companies in Malaysia and abroad for 30 years, during which time he sat on the Boards of several companies within the Group. He later became the Managing Director of the ICI (Malaysia) Group for 5 years. Dato' Lim was the Group Managing Director of Chemical Company of Malaysia Bhd from 1989 to September 2004.

Presently, Dato' Lim is a Director of Standard Chartered Bank Malaysia Bhd, Kinta Kellas Public Limited Company and Rohas Euco Industries Bhd. Dato' Lim also served in various associations, including as President of Malaysian International Chamber of Commerce & Industry (MICCI), Vice President of the National Chamber of Commerce & Industry of Malaysia (NICCIM) and Vice Chairman of the British Malaysian Industry & Trade Association. He was also a member of the National Human Resource Development Council, Malaysian Industrial Development Authority (MIDA), Board of Trustees of the Aged European Fund, council member of the Federation of Malaysian Manufacturers (FMM) and Board of ASEAN Chamber of Commerce & Industry (ACCI). Dato' Lim is currently a trustee of the Ti-Ratana Welfare Society.



Jesper Bjoern Madsen
Non-Executive Director

Mr Jesper B. Madsen, aged 50, a Dane, was appointed to the Board on 21 May 2003.

Mr Madsen obtained a Masters of Law from Copenhagen University, Denmark and later studied Scottish/English law at the University of Edinburgh, Scotland. Mr Madsen worked in the legal field for 4 years. He has since been working with the Carlsberg A/S Group for 21 years, beginning his career within the Group as a Personal Assistant to the CEO of Carlsberg International. Mr Madsen subsequently held positions as the Vice President responsible for overseas investments/markets, General Manager and Managing Director of Carlsberg Brewery Hong Kong Ltd and Chief Operating Officer of Carlsberg Asia Pte Ltd. In August 2003, Mr Madsen was appointed as Senior Vice President of Carlsberg Breweries A/S with responsibility for Asia, among other markets.

Presently, Mr Madsen is the Chairman of Carlsberg Brewery (Guangdong) Ltd (China), Hue Brewery Ltd (Vietnam) and South East Asia Brewery Ltd (Vietnam). He is also the Vice Chairman of Kunming Huashi Brewery Company Ltd (China) and Dali Beer (Group) Limited Co. (China) and is a Board member of Carlsberg Brewery Hong Kong Ltd (Hong Kong), Carlsberg Hong Kong Ltd (Hong Kong), Carlsberg Malawi Brewery Ltd., The Bottling and Brewing Group Limited (Malawi) and Lao Brewery Co. Ltd (Laos), Lanzhou Huanghe Jiaiang Brewery Company Limited (China), Qinghai Huanghe Jiaiang Brewery Company Limited (China), Tibet Lhasa Brewery Company Ltd (China) and Gorkha Brewery Ltd (Nepal). Mr Madsen also sits on the Boards of several private companies within the Carlsberg Breweries A/S Group.



Bjorn Sondenskov
Non-Executive Director
Member of Remuneration Committee

Mr Bjorn Sondenskov, aged 43, 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. He is currently the Vice President in the Asia, Balkan and Export & Licence Division in Carlsberg Breweries A/S. Mr Sondenskov was the Managing Director of CBMB from 1 April 2003 to 1 July 2004. Prior to his appointment to CBMB, Mr Sondenskov was the Director/Chief Financial Officer and member of the Management Board of Hannen Brauerei GmbH, Germany, responsible for finance, controlling, information technology and production. Mr Sondenskov worked with the Carlsberg Breweries A/S Group for 16 years, holding various senior positions such as Regional Manager, General Manager and Senior General Manager. He was later appointed Group Vice-President of the Carlsberg Breweries A/S Group and was subsequently made responsible for the Western Europe and Exports Division within the Group.

Mr Sondenskov serves on several private companies within the Carlsberg Breweries A/S Group.



Mogens Joenck

Managing Director

Member of Nomination Committee

Mr Mogens Joenck, aged 51, a Dane, was appointed as the Managing Director of CBMB on 1 January 2005.

Mr Joenck holds a MSc in Marketing and Economics from the Copenhagen Business School and attended executive management courses at Stanford University. Prior to his appointment to CBMB, since 1999, he was the Group Chief Executive Officer of Kilroy Travels International A/S, one of Northern Europe's leading leisure travel operators. Mr Joenck was with the Carlsberg Denmark Group from 1980 to 1999 and held various managerial positions within the sales and marketing divisions of Carlsberg A/S (Denmark) and Tuborg Breweries A/S (Denmark). In 1987, he was the personal assistant to the Managing Director of CBMB for 1 year, with operational responsibility for one of the subsidiary companies of CBMB. Mr Joenck's last position in the Carlsberg A/S Group was as Senior Vice-President as well as a member of the top management of Carlsberg Division Denmark, where he was responsible for sales, marketing, product development and logistics, and for the merger of the sales organisations of Carlsberg and Tuborg in Denmark.

Mr Joenck does not hold any directorships in public companies.



Chin Voon Loong

Executive Director

Member of Audit Committee

Mr Chin Voon Loong, aged 48, a Malaysian, was 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 CBMB for 18 years. After holding the position of Chief Financial Officer and subsequently, as Commercial Director with Carlsberg Marketing Sdn Bhd, he currently holds the position of Executive Director-Corporate Affairs/Company Secretary of CBMB.

Currently, the directorships held by Mr Chin in public companies are The Lion Brewery Ceylon Ltd (Sri Lanka), South East Asia Brewery Ltd (Vietnam) and International Beverage Distributors Ltd (Vietnam). He also serves on the Boards of several private companies within the Carlsberg Asia Pte Ltd Group.

Other information on Directors

None of the Directors have any family relationship with any director/substantial 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



Mogens Joenck
Managing Director



Chin Voon Loong
Executive Director
Company Secretary



Tom Sand-Kristensen
Chief Financial Officer



Bo Ranta
General Manager,
Production



Chan Chee Seng
General Manager,
Corporate Services



Walter Yu Teh Meng
General Manager,
Sales



Jan Emil Hertz
General Manager,
Marketing