

SHAREHOLDING STATISTICS as at 8 December 2005

Class of shares	-	Ordinary share of \$1
Voting rights	-	One vote per share

SIZE OF HOLDING	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES	%
1 - 999	1,438	25.94	798,199	0.34
1,000 - 10,000	3,240	58.45	11,469,709	4.91
10,001 - 1,000,000	850	15.34	33,641,515	14.41
1,000,001 and over	15	0.27	187,556,976	80.34
	5,543	100.00	233,466,399	100.00

TWENTY LARGEST SHAREHOLDERS (as shown in the Register of Members)

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES HELD	%
1.	DBS Nominees Pte Ltd	43,242,598	18.52
2.	Raffles Nominees Pte Ltd	37,918,500	16.24
3.	Citibank Nominees Singapore Pte Ltd	18,980,043	8.13
4.	The Great Eastern Life Assurance Co Ltd	16,706,351	7.16
5.	Great Eastern Life Assurance (Malaysia) Berhad	15,985,064	6.85
6.	HSBC (Singapore) Nominees Pte Ltd	13,613,822	5.83
7.	United Overseas Bank Nominees Pte Ltd	13,097,773	5.61
8.	Oversea-Chinese Bank Nominees Pte Ltd	9,865,501	4.23
9.	The Overseas Assurance Corporation Ltd	9,687,745	4.15
10.	Lee Latex Pte Limited	2,131,223	0.91
11.	Tropical Produce Company Pte Ltd	1,733,080	0.74
12.	The Asia Life Assurance Society Ltd	1,428,990	0.61
13.	Fam Yue Onn Michael	1,085,005	0.46
14.	Selat Pte Limited	1,053,000	0.45
15.	Merrill Lynch (Singapore) Pte Ltd	1,028,281	0.44
16.	National University of Singapore	953,920	0.41
17.	Lee Pineapple Company Pte Ltd	773,503	0.33
18.	DBS Vickers Securities (S) Pte Ltd	561,974	0.24
19.	DB Nominees (Singapore) Pte Ltd	515,542	0.22
20.	The Shaw Foundation Pte Ltd	455,566	0.20
		190,817,481	81.73

SUBSTANTIAL SHAREHOLDERS (as shown in the Register of Substantial Shareholders)

	DIRECT INTEREST	DEEMED INTEREST
	No. of shares	No. of shares
Oversea-Chinese Banking Corporation Limited	9,245,370	42,458,737
Great Eastern Life Assurance Company Limited	16,714,451	15,985,064
Great Eastern Holdings Limited	-	42,458,737
Great Eastern Life Assurance (Malaysia) Berhad	15,985,064	-
GEL Capital (Malaysia) Berhad	-	15,985,064
Franklin Resources, Inc	-	16,590,162

Based on the Register of Substantial Shareholders, the shareholding spread of the Company complies with Rule 723 of the Listing Manual.

Note:

- 'Substantial Shareholders' are those shareholders who own at least 5% of the equity of the Company.
- 'Deemed Interests' in shares arise, for example, when a person (including a company) owns at least 20% of another company which in turn owns shares in Fraser and Neave, Limited. The person is "deemed" to have an interest in the Fraser and Neave, Limited shares owned by that other company. It is, therefore, possible for several persons to be deemed interested in the same shares.

This note is merely illustrative. For a full understanding of the scope of the regulations, it is necessary to refer to the Companies Act.

FRASER AND NEAVE, LIMITED

(Company Registration No. 18980001R)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

Date : Thursday 26 January 2006

Place : Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958

NOTICE IS HEREBY GIVEN that the 107th Annual General Meeting of FRASER AND NEAVE, LIMITED will be held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on Thursday 26 January 2006 at 10.00am for the following purposes:-

ROUTINE BUSINESS

1. To receive and adopt the report of the directors and audited financial statements for the year ended 30 September 2005.
2. To approve a final dividend of 35 cents per share, being after deduction of Singapore tax, in respect of the year ended 30 September 2005.
3. To pass the following resolutions in respect of appointment of Directors:-
 - (a) "That pursuant to Section 153(6) of the Companies Act, Cap. 50, Dr Michael Fam be and is hereby re-appointed as a Director of the Company to hold such office until the next Annual General Meeting of the Company." Subject to his re-appointment, Dr Fam will be re-appointed as Chairman of the Executive Committee and a Member of the Nominating Committee.
 - (b) "That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Lee Ek Tieng be and is hereby re-appointed as a Director of the Company to hold such office until the next Annual General Meeting of the Company." Subject to his re-appointment, Mr Lee who is considered an independent director, will be re-appointed as Chairman of the Audit Committee and a Member of the Remuneration Committee.
 - (c) "That Dr Lee Tih Shih, who retires by rotation, be and is hereby re-appointed as a Director of the Company." Subject to his re-appointment, Dr Lee will be re-appointed as a Member of the Nominating Committee.
 - (d) "That Dr Han Cheng Fong, who retires by rotation, be and is hereby re-appointed as a Director of the Company."
 - (e) "That Mr Anthony Cheong Fook Seng, who was appointed during the year, be and is hereby re-appointed as a Director of the Company."
4. To approve directors' fees of \$980,000 payable by the Company for the year ending 30 September 2006 (last year: \$547,000).
5. To re-appoint auditors for the ensuing year and authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

6. To pass the following resolutions in respect of the appointment of new Directors:
 - (a) "That Mr Timothy Chia Chee Ming be and is hereby appointed as a new Director of the Company."
 - (b) "That Mr Koh Beng Seng be and is hereby appointed as a new Director of the Company."
 Personal particulars of Messrs Chia and Koh can be found on pages 148 to 149 on "Proposed Directors".

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without any modifications:-

7. "That authority be and is hereby given to the Directors of the Company to:
 - (a) i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
 - ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
 at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
 - i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - ii) any subsequent consolidation or subdivision of shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. “
8. “That approval be and is hereby given to the Directors to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the Fraser and Neave, Limited Executives’ Share Option Scheme.”
9. “That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Fraser and Neave Limited, Executives’ Share Option Scheme 1999 (the “**1999 Scheme**”) and to allot and issue such shares as may be issued pursuant to the exercise of options under the 1999 Scheme, provided always that the aggregate number of shares to be issued pursuant to the 1999 Scheme shall not exceed 15 per cent of the issued share capital of the Company from time to time.”

OTHER

10. To transact any other business which may properly be brought forward.

By Order of the Board
 Anthony Cheong Fook Seng
 Group Company Secretary

Singapore, 3 January 2006

A member of the Company entitled to attend the meeting and vote is entitled to appoint a proxy to attend and vote instead of him; a proxy need not be a member of the Company. The instrument appointing a proxy (a form is enclosed) must be deposited with the Company Secretary at the registered office not less than 48 hours before the time appointed for holding the meeting.

STATEMENT PURSUANT TO ARTICLE 64 OF THE COMPANY’S ARTICLES OF ASSOCIATION

The effects of the resolutions under the heading “Special Business” in the Notice of the forthcoming Annual General Meeting are:

- (a) Ordinary Resolution No. 6 - New directors, if elected, will contribute their particular skills and expertise to further enhance the workings of the Board.

- (b) Ordinary Resolution No. 7 is to allow the Directors of the Company from the date of that meeting until the next Annual General Meeting to issue, or agree to issue shares and/or grant instruments that might require shares to be issued, up to an amount not exceeding 50 per cent of the issued share capital of the Company (calculated as described) of which the total number of shares to be issued other than on a *pro rata* basis to shareholders of the Company does not exceed 20 per cent of the share capital of the Company (calculated as described).
- (c) Ordinary Resolution No. 8 is to authorise the Directors to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of such options under the Fraser and Neave, Limited Executives' Share Option Scheme.
- (d) Ordinary Resolution No. 9 is to authorise the Directors to offer and grant options in accordance with the provisions of the Fraser and Neave, Limited Executives' Share Option Scheme 1999 (the "**1999 Scheme**") and to allot and issue such shares as may be issued pursuant to the exercise of options under the 1999 Scheme up to an amount not exceeding 15 per cent of the issued share capital of the Company from time to time.

FRASER AND NEAVE, LIMITED NOTICE OF ANNUAL GENERAL MEETING SPECIAL BUSINESSES - PROPOSAL FOR THE APPOINTMENT OF NEW DIRECTORS

PROPOSED DIRECTORS

The Board of Directors propose, for the approval of shareholders, at the Annual General Meeting, the appointment of Mr Timothy Chia Chee Ming and Mr Koh Beng Seng as new directors of the Company.

Their personal particulars are shown below:



Mr Timothy Chia Chee Ming

Mr Chia, aged 55, is the Founding Chairman of Hup Soon Global Pte Ltd. Prior to setting up Hup Soon Global, he was President of PAMA Group Inc. (previously known as Prudential Asset Management Asia Limited, the Asian investment and asset management arm of The Prudential Insurance Company of America). He retired from PAMA Group of Companies on 1 January 2005.

Mr Chia currently serves on the boards of several private and publicly listed companies and government-linked companies in Singapore and the region. They include Macquarie Pacific Star Prime REIT Management Limited, The Hour Glass Limited, FJ Benjamin Holdings Ltd, Banyan Tree Holdings Pte Ltd and SP PowerGrid Limited in Singapore. In Thailand, he sits on the board of Magnecomp Precision Technology Public Co., Ltd and is also a board member of Meritz Securities Co., Ltd in Korea.

He is a Trustee of the Singapore Management University and is a keen supporter of the arts and other philanthropic efforts in Singapore.

Mr Chia graduated with a cum laude in Management from Fairleigh Dickinson University in the United States.

Upon his appointment, he will be considered an independent non-executive Director.

**FRASER AND NEAVE, LIMITED
NOTICE OF ANNUAL GENERAL MEETING
SPECIAL BUSINESSES - PROPOSAL FOR THE APPOINTMENT
OF NEW DIRECTORS**

PROPOSED DIRECTORS *(continued)*



Mr Koh Beng Seng

Mr Koh, aged 54, has had extensive experience in the financial services sector. He joined United Overseas Bank Ltd as Deputy President in 2000 and was responsible for the bank's Risk Management, Operations, Information Technology, Delivery Channel and Corporate Services functions, and played a key role in the post acquisition integration of Overseas Union Bank Ltd.

He spent 24 years, up to 1998, with the Monetary Authority of Singapore where he held various positions, from monetary policy to banking supervision and financial sector development. His last appointment at the MAS was Deputy Managing Director, Banking and Financial Institutions Group.

After leaving MAS he was appointed an advisor to the International Monetary Fund to reform Thailand's financial sector, until 2000.

He is presently the Chief Executive Officer of Octagon Advisors, and a non-executive director of Singapore Technologies Engineering Ltd.

He holds a Bachelor of Commerce (First Class Honours) from the former Nanyang University, Singapore, and a Masters of Business Administration from Columbia University, New York.

Upon his appointment, he will be considered an independent non-executive Director.

FRASER AND NEAVE, LIMITED

(Company Registration No. 189800001R)
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PROXY FORM - ANNUAL GENERAL MEETING

IMPORTANT:

1. For investors who have used their CPF monies to buy Fraser and Neave, Limited shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used, or purported to be used, by them.
3. CPF Investors who wish to attend the Annual General Meeting as OBSERVERS have to submit their requests through their respective Agent Banks so that their Agent Banks may register, in the required format, with the Company Secretary, Fraser and Neave, Limited. (Agent Banks: please see note No. 9 on required format).

I/We _____ being a member/members of Fraser and Neave, Limited hereby appoint Michael Fam whom failing Han Cheng Fong, whom failing Ho Tian Yee, whom failing Stephen Lee, whom failing Lee Ek Tieng, whom failing Lee Tih Shih, whom failing Nicky Tan Ng Kuang, whom failing Anthony Cheong Fook Seng all being Directors of the Company or (note 2)

NAME	ADDRESS	NRIC/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS (Note 3)

and/or (delete as appropriate)

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as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 26 January 2006 and at any adjournment thereof. The proxy is to vote on the business before the meeting as indicated below (if no indication is given, the proxy may vote or abstain from voting at his discretion, as he may on any other matter arising at the meeting):

(Please indicate with an "X" in the spaces provided, whether you wish your vote(s) to be cast for or against the Resolutions as set out in the Notice of Annual General Meeting.)

NO.	RESOLUTIONS RELATING TO:	FOR	AGAINST
	Routine Business		
1.	To receive and adopt the report of the directors and audited financial statements for the year ended 30 September 2005.		
2.	To approve a final dividend of 35 cents per share, being after deduction of Singapore tax, in respect of the year ended 30 September 2005.		
3.	(a) To re-appoint Director: Dr Michael Fam		
	(b) To re-appoint Director: Mr Lee Ek Tieng		
	(c) To re-appoint Director: Dr Lee Tih Shih		
	(d) To re-appoint Director: Dr Han Cheng Fong		
	(e) To re-appoint Director: Mr Anthony Cheong Fook Seng		
4.	To approve Directors' Fees of \$980,000 payable by the Company for the year ending 30 September 2006.		
5.	To re-appoint auditors for the ensuing year and authorise Directors to fix their remuneration.		
	Special Business		
6.	(a) To appoint new Director: Mr Timothy Chia Chee Ming		
	(b) To appoint new Director: Mr Koh Beng Seng		
7.	To authorise Directors to issue shares, make or grant offers.		
8.	To authorise Directors to allot and issue shares pursuant to the Fraser and Neave, Limited Executives' Share Option Scheme.		
9.	To authorise Directors to offer and grant options and to allot and issue shares in accordance with the provisions of the Fraser and Neave, Limited Executives' Share Option Scheme 1999.		

As witness my/our hand this _____ day of _____ 2006.

Signature/Common Seal of Member(s)

Total Number of Shares in:	No. of shares (Note 5)
Depository Register	
Register of Members	

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NOTES TO PROXY FORM:

1. A member of the Company entitled to attend the meeting and vote is entitled to appoint a proxy to attend and vote instead of him; a proxy need not be a member of the Company. The instrument appointing a proxy must be deposited with the Company Secretary at the registered office not less than 48 hours before the time appointed for holding the meeting.
2. If any other proxy is preferred, the member should strike out the names of the directors mentioned and add the name and address of the proxy desired in the blank boxes provided.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under this instrument of proxy, to the meeting.
5. If the member has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Cap.50 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the number of shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all shares held by the member.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.
9. Agent Banks acting on the request of CPF Investors who wish to attend the meeting as Observers are required to submit in writing, a list with details of the investors' name, NRIC/Passport numbers, addresses and numbers of shares held. The list, signed by an authorised signatory of the agent bank, should reach the Company Secretary, at the registered office of the Company not later than 48 hours before the time appointed for holding the meeting.

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Affix
Postage
Stamp

THE COMPANY SECRETARY
FRASER AND NEAVE, LIMITED
#21-00 Alexandra Point
438 Alexandra Road
Singapore 119958

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