

FRASER AND NEAVE, LIMITED

(COMPANY REGISTRATION NO. 189800001R)
(INCORPORATED IN SINGAPORE)

NOTICE OF ANNUAL GENERAL MEETING

Date : Monday, 27 January 2014

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

NOTICE IS HEREBY GIVEN that the 115th Annual General Meeting of FRASER AND NEAVE, LIMITED (the “**Company**”) will be held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on Monday, 27 January 2014 at 10.00 a.m. 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 2013 and the auditors’ report thereon.
2. To approve a final tax-exempt (one-tier) dividend of 12 cents per share in respect of the year ended 30 September 2013.
3. To pass the following resolutions on the recommendation of the Nominating Committee and endorsement of the Board of Directors in respect of appointment of Directors¹:

- (a) “That Mr Charoen Sirivadhanabhakdi, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.”

Subject to his re-appointment, Mr Charoen will be re-appointed as Chairman of the Board of Directors.

- (b) “That pursuant to Section 153(6) of the Companies Act, Cap. 50, Khunying Wanna Sirivadhanabhakdi be and is hereby re-appointed as a Director of the Company, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.”

Subject to her re-appointment, Khunying Wanna will be re-appointed as Vice Chairman of the Board of Directors.

- (c) “That Mr Koh Poh Tiong, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.”

Subject to his re-appointment, Mr Koh will be re-appointed as Chairman of the Food & Beverage Committee, Vice Chairman of the Board Executive Committee, and a Member of the Risk Management Committee.

- (d) “That Mrs Siripen Sitasuwan, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered herself for re-election, be and is hereby re-appointed as a Director of the Company.”

Subject to her re-appointment, Mrs Siripen, who is considered an independent director, will be re-appointed as Chairman of the Audit Committee, and a Member of each of the Remuneration and Nominating Committees.

¹ Detailed information on the Directors who are proposed to be re-appointed can be found under “Board of Directors” and “Corporate Governance” in the Company’s Annual Report 2013, and in the insert containing this Notice.

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(e) "That Mr Chotiphat Bijananda, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company."

(f) "That Mr Thapana Sirivadhanabhakdi, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company."

Subject to his re-appointment, Mr Thapana will be re-appointed as Chairman of the Risk Management Committee, and a Member of each of the Board Executive, Remuneration, Nominating and Food & Beverage Committees.

(g) "That Mr Sithichai Chaikriangkrai, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company."

Subject to his re-appointment, Mr Sithichai will be re-appointed as a Member of each of the Board Executive, Audit, Risk Management and Food & Beverage Committees.

(h) "That Mr Timothy Chia Chee Ming, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company."

Subject to his re-appointment, Mr Chia, who is considered an independent director, will be re-appointed as Chairman of the Remuneration Committee and a Member of the Audit Committee.

(i) "That Tengku Syed Badarudin Jamalullail, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company."

Subject to his re-appointment, Tengku Syed, who is considered an independent director, will be re-appointed as Chairman of the Nominating Committee.

4. To approve Directors' fees of S\$2,000,000 payable by the Company for the year ending 30 September 2014 (last year: S\$2,900,000).

5. To re-appoint auditors for the ensuing year and authorise the Directors to fix their remuneration.

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SPECIAL BUSINESS

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

6. "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 or bonus; 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 Instrument 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% of the total number of issued shares in the capital of the Company, excluding treasury shares (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) shall not exceed 20 per cent of the total number of issued shares in the capital of the Company, excluding treasury shares (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 shares shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, 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 bonus issue, 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."

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7. “That approval be and is hereby given to the Directors of the Company to:
- (a) grant awards in accordance with the provisions of the F&N Restricted Share Plan (the “**Restricted Share Plan**”) and/or the F&N Performance Share Plan (the “**Performance Share Plan**”); and
 - (b) allot and issue such number of ordinary shares in the capital of the Company as may be required to be delivered pursuant to the vesting of awards under the Restricted Share Plan and/or the Performance Share Plan,

provided that the aggregate number of new ordinary shares allotted and issued and/or to be allotted and issued, when aggregated with existing ordinary shares in the capital of the Company (including shares held in treasury) delivered and/or to be delivered, pursuant to the Restricted Share Plan and the Performance Share Plan, shall not exceed 10% of the total number of issued ordinary shares in the capital of the Company, excluding treasury shares, from time to time.”

8. “That authority be and is hereby given to the Directors of the Company 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 allotted and issued pursuant to the Fraser and Neave, Limited Scrip Dividend Scheme.”

OTHER BUSINESS

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

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

Singapore, 10 January 2014

A member of the Company entitled to attend the meeting and vote is entitled to appoint not more than two proxies to attend and vote instead of him; a proxy need not be a member of the Company. Where a member of the Company appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy or proxies (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.

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EXPLANATORY NOTES:

- (a) In connection with the listing and quotation of all the issued ordinary shares in the capital of Frasers Centrepoint Limited on the Singapore Exchange Securities Trading Limited by way of an introduction, Mr Charles Mak Ming Ying, Mr Chan Heng Wing, Mr Philip Eng Heng Nee and Mr Weerawong Chittmittrapap resigned from the Board of Directors of the Company on 8 January 2014. Mr Panote Sirivadhanabhkadi also resigned from the Board of Directors of the Company on 8 January 2014. Mr Timothy Chia Chee Ming and Tengku Syed Badarudin Jamalullail were appointed as non-executive and independent Directors of the Company on 8 January 2014 contemporaneously with the resignations. Following this, changes were also made to the composition of the various Board Committees.
- (b) The Ordinary Resolution proposed in item 6 above is to authorise the Directors of the Company from the date of the Annual General Meeting until the next Annual General Meeting to issue shares and/or make or grant instruments that might require shares to be issued, and to issue shares in pursuance of such instruments, up to a limit of 50% of the total number of issued shares in the capital of the Company, excluding treasury shares, with a sub-limit of 20% for issues other than on a *pro rata* basis, calculated as described in the Resolution.
- (c) The Ordinary Resolution proposed in item 7 above is to authorise the Directors of the Company to offer and grant awards and to issue ordinary shares in the capital of the Company pursuant to the F&N Restricted Share Plan (the "**Restricted Share Plan**") and the F&N Performance Share Plan (the "**Performance Share Plan**") provided that the aggregate number of new ordinary shares allotted and issued and/or to be allotted and issued, when aggregated with existing ordinary shares in the capital of the Company (including shares held in treasury) delivered and/or to be delivered, pursuant to the Restricted Share Plan and the Performance Share Plan, shall not exceed 10% of the total number of issued ordinary shares in the capital of the Company, excluding treasury shares, from time to time. The Committee administering the Restricted Share Plan and the Performance Share Plan currently does not intend, in any given year, to grant awards under the Restricted Share Plan and the Performance Share Plan which would comprise more than 1% of the total number of issued ordinary shares from time to time (the "**Yearly Limit**"). However, if the Yearly Limit is not fully utilised in any given year, the balance of the unutilised Yearly Limit may be used by the Company to make grants of awards in subsequent years.
- (d) The Ordinary Resolution proposed in item 8 above is to authorise the Directors of the Company to allot and issue ordinary shares in the capital of the Company pursuant to the Fraser and Neave, Limited Scrip Dividend Scheme to eligible members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

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NOTICE OF ANNUAL GENERAL MEETING

Routine Business - Proposal for the Re-Appointment of Directors

The Board of Directors proposes, for the approval of Shareholders, at the 115th Annual General Meeting of the Company, the re-appointment of Mr Timothy Chia Chee Ming and Tengku Syed Badarudin Jamalullail as Directors of the Company.

Their particulars are as follows:



Mr Timothy Chia Chee Ming, 64

Role: Non-Executive and Independent Director

Academic & Professional Qualification(s):

- Bachelor of Science cum laude, majoring in Management from Fairleigh Dickinson University, USA

Present Directorships (as at 30 Sep 2013)

Listed companies

- Banyan Tree Holdings Limited

Others

- Gracefield Holdings Limited (Chairman)
- Guan-Leng Holdings Pte Ltd
- Hup Soon Global Corporation Limited (Chairman)
- Parkesville Pte Ltd
- PowerGas Limited
- SP PowerAssets Limited
- United Motor Works (Mauritius) Ltd
- United Motor Works (Siam) Public Co Ltd (Chairman)

Major Appointments (other than Directorships)

- Coutts & Co Ltd (Chairman – Asia)
- EQT Funds Management Ltd (Senior Advisor)
- JM Financial Singapore Pte Ltd (Senior Advisor)
- Singapore Management University (Member, Board of Trustees)

Past Directorships in listed companies held over the preceding three years (from 01 Oct 2010 to 30 Sep 2013)

- Singapore Post Limited
- Fraser and Neave, Limited*

Others

- UBS AG
- SP PowerGrid Limited
- United Motor Works (1927) Pte Ltd
- SPI (Australia) Assets Pty Ltd**



Tengku Syed Badarudin Jamalullail, 69

Role: Non-Executive and Independent Director

Academic & Professional Qualification(s):

- Master of Arts in Law & History, University of Cambridge, UK

Present Directorships (as at 30 Sep 2013)

Listed companies

- Fraser & Neave Holdings Bhd (Chairman)
- Hwang-DBS (Malaysia) Berhad

Others

- HwangDBS Commercial Bank Plc
- HwangDBS Investment Bank Berhad
- Hwang Investment Management Berhad

Major Appointments (other than Directorships)

Nil

Past Directorships in listed companies held over the preceding three years (from 01 Oct 2010 to 30 Sep 2013)

Nil

Others

Nil

* Held office from 26 Jan 2006 to 26 Feb 2013. Current directorship commenced on 08 Jan 2014.

** Resigned on 02 Jan 2014.

THIS PROXY FORM SUPERSEDES AND REPLACES THE VERSION SET OUT ON THE LAST TWO PAGES OF THE ANNUAL REPORT 2013

FRASER AND NEAVE, LIMITED

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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, the Annual Report 2013 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. 8 on required format).

I/We _____ (Name) _____ (NRIC/Passport Number)
of _____ (Address)
being a member/members of Fraser and Neave, Limited (the “Company”), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (Note 2)	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (Note 2)	
			No. of Shares	%

or failing him/them, the Chairman of the Annual General Meeting (the “AGM”), as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the AGM of the Company to be held at 10.00 a.m. on 27 January 2014 at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/their discretion, as he/they may on any other matter arising at the AGM.

NOTE: The Chairman of the AGM will be exercising his right under Article 70(a) of the Articles of Association of the Company to demand a poll in respect of the resolutions to be put to the vote at the AGM and at any adjournment thereof. Accordingly, such resolutions at the AGM will be voted on by way of a poll.

NO.	RESOLUTIONS RELATING TO:	No. of Votes For*	No. of Votes Against*
	ROUTINE BUSINESS		
1.	To receive and adopt the report of the Directors and audited financial statements for the year ended 30 September 2013 and the auditors' report thereon.		
2.	To approve a final tax-exempt (one-tier) dividend of 12 cents per share in respect of the year ended 30 September 2013.		
3.	(a) To re-appoint Director: Mr Charoen Sirivadhanabhakdi		
	(b) To re-appoint Director: Khunying Wanna Sirivadhanabhakdi		
	(c) To re-appoint Director: Mr Koh Poh Tiong		
	(d) To re-appoint Director: Mrs Siripen Sitasuwan		
	(e) To re-appoint Director: Mr Chotiphat Bijananda		
	(f) To re-appoint Director: Mr Thapana Sirivadhanabhakdi		
	(g) To re-appoint Director: Mr Sithichai Chaikriangkrai		
	(h) To re-appoint Director: Mr Timothy Chia Chee Ming		
	(i) To re-appoint Director: Tengku Syed Badarudin Jamalullail		
4.	To approve Directors' fees of S\$2,000,000 payable by the Company for the year ending 30 September 2014.		
5.	To re-appoint auditors for the ensuing year and authorise Directors to fix their remuneration.		
	SPECIAL BUSINESS		
6.	To authorise Directors to issue shares and to make or grant convertible instruments.		
7.	To authorise Directors to grant awards and to allot and issue shares pursuant to the F&N Restricted Share Plan and/or the F&N Performance Share Plan.		
8.	To authorise Directors to allot and issue shares pursuant to the Fraser and Neave, Limited Scrip Dividend Scheme.		
	OTHER BUSINESS		
9.	To transact any other business which may properly be brought forward.		

* If you wish to exercise all your votes “For” or “Against” the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes both “For” and “Against” the relevant resolution, please indicate the number of Shares in the boxes provided.

Dated this _____ day of _____ 2014.

Total Number of Shares held
(Note 4)

Signature/Common Seal of Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

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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 one or two proxies to attend and vote instead of him; a proxy need not be a member of the Company. The instrument appointing a proxy or proxies 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. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. Completion and return of this instrument appointing a proxy or proxies 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.
4. 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.
5. 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.
6. Where an instrument appointing a proxy or proxies 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.
7. 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.
8. 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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