



FRASER AND NEAVE, LIMITED
Company Registration No. 189800001R

Resolutions Passed at the Annual General Meeting

The following Resolutions were duly passed at the 112th Annual General Meeting (“AGM”) of the Company held on 27 January 2011:

ROUTINE BUSINESS

Resolution 1

That the Directors’ Report and the Audited Financial Statements for the financial year ended 30 September 2010, together with the Auditors’ Report be and are hereby adopted.

Resolution 2

That a final tax-exempt dividend of 12.0 cents per share in respect of the financial year ended 30 September 2010 be and is hereby approved.

Noted that the dividend would be paid on 22 February 2011.

Resolution 3(a)

That Mr Lee Hsien Yang, retiring by rotation under Article 117 of the Company’s Articles of Association, be and is hereby re-appointed as a Director of the Company.

Upon Mr Lee’s re-appointment, he will be re-appointed as Chairman of the Board of Directors, and the Board Executive and Food & Beverage Board (“F&B Board”) Committees.

Resolution 3(b)

That Mr Soon Tit Koon, retiring by rotation under Article 117 of the Company’s Articles of Association be and is hereby re-appointed as a Director of the Company.

Upon Mr Soon’s re-appointment, he will be re-appointed as a Member of the Board Executive, the F&B Board and the Remuneration & Staff Establishment Committees.

Resolution 3(c)

That Mr Ho Tian Yee, retiring by rotation under Article 117 of the Company’s Articles of Association, be and is hereby re-appointed as a Director of the Company.

Upon Mr Ho’s re-appointment, he will be re-appointed as Chairman of the Nominating Committee and a Member of the Board Executive and the Remuneration & Staff Establishment Committees

Resolution 3(d)

That Ms Maria Mercedes Corrales, who was appointed during the year, be and is hereby re-appointed as a Director of the Company.

Resolution 3(e)

That Mr Hirotake Kobayashi, who was appointed during the year, be and is hereby re-appointed as a Director of the Company.

Resolution 4

That the amount of \$2,700,000 being directors' fees for the financial year ending 30 September 2011 be and is hereby approved.

Resolution 5

That Ernst & Young LLP be and is hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be and are hereby authorised to fix their remuneration.

SPECIAL BUSINESS

Resolution 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,

on a pro rata basis to shareholders of the Company at any time and upon such terms and conditions and for such purposes 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);
- (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 total number of issued shares, excluding treasury 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.

Resolution 7

That approval 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 issued pursuant to the exercise of options under the Fraser and Neave, Limited Executives' Share Option Scheme 1999 (the "**1999 Scheme**"), provided that the aggregate number of ordinary shares to be issued pursuant to the 1999 Scheme shall not exceed 15% of the total number of issued ordinary shares in the capital of the Company, excluding treasury shares, from time to time.

Resolution 8

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.

Resolution 9

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.

Resolution 10

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) on the SGX-ST transacted through the SGX-ST trading system and/or any other securities exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**"); and/or

- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; and
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

- (c) in this Resolution:

“**Average Closing Price**” means the average of the closing market prices of a Share over the five consecutive Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange, immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

“**Market Day**” means a day on which the SGX-ST is open for trading in securities;

“**Maximum Percentage**” means that number of issued Shares representing 7% of the issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed 105% of the Average Closing Price of the Shares; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

Noted there was no other business of which due notice had been received.

The Chairman declared the Meeting closed at 11.15 am.

Results of Poll Voting

The voting of all Resolutions was by poll. For information, the votes cast (including proxies received) at the AGM are as set out below:

Resolutions	No. of Units FOR	% FOR	No. of Units AGAINST	% AGAINST	Total No. of Valid Votes Cast
ROUTINE BUSINESS					
Resolution 1 To receive and adopt the report of the Directors and audited financial statements for the year ended 30 September 2010.	925,964,626	100.00%	10,001	0.00%	925,974,627
Resolution 2 To approve a final tax-exempt dividend of 12 cents per share in respect of the year ended 30 September 2010.	925,958,154	99.99%	87,245	0.01%	926,045,399
Resolution 3(a) To re-appoint Director: Mr Lee Hsien Yang	924,632,331	99.94%	546,760	0.06%	925,179,091
Resolution 3(b) To re-appoint Director: Mr Soon Tit Koon	920,844,356	99.45%	5,134,433	0.55%	925,978,789
Resolution 3(c) To re-appoint Director: Mr Ho Tian Yee	923,844,489	99.76%	2,188,590	0.24%	926,033,079
Resolution 3(d) To re-appoint Director: Ms Maria Mercedes Corrales	925,411,628	99.95%	426,471	0.05%	925,838,099
Resolution 3(e) To re-appoint Director: Mr Hirotake Kobayashi	925,398,019	99.95%	497,430	0.05%	925,895,449
Resolution 4 To approve Directors' Fees of \$2,700,000 payable by the Company for the year ending 30 September 2011.	910,003,792	98.28%	15,901,043	1.72%	925,904,835
Resolution 5 To re-appoint E&Y LLP as auditors for the ensuing year and authorise Directors to fix their remuneration.	925,801,469	99.98%	177,592	0.02%	925,979,061

Resolutions	No. of Units FOR	% FOR	No. of Units AGAINST	% AGAINST	Total No. of Valid Votes Cast
SPECIAL BUSINESS					
Resolution 6 To authorise Directors to issue shares and to make or grant convertible instruments.	617,804,108	66.71%	308,257,433	33.29%	926,061,541
Resolution 7 To authorise Directors to allot and issue shares pursuant to the Fraser and Neave, Limited Executives' Share Option Scheme 1999.	797,163,096	86.37%	125,852,146	13.63%	923,015,242
Resolution 8 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.	924,482,851	99.94%	542,091	0.06%	925,024,942
Resolution 9 To authorise Directors to allot and issue shares pursuant to the Fraser and Neave, Limited Scrip Dividend Scheme.	922,460,038	99.96%	339,452	0.04%	922,799,490
Resolution 10 To approve the proposed Share Purchase Mandate.	925,518,270	99.98%	162,201	0.02%	925,680,471

By Order of the Board
 Anthony Cheong Fook Seng
 Company Secretary

27 January 2011