



## **ASIA PACIFIC BREWERIES LIMITED**

Company Registration No. 193100007K

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### **Resolutions Passed at the Annual General Meeting**

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The Board of Directors of Asia Pacific Breweries Limited (the “**Company**”) wish to make the following announcement:

The following resolutions were duly passed at the 78<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company held on 19 January 2012:

#### **ROUTINE BUSINESS**

##### **Resolution 1**

That the report of the Directors and the audited financial statements for the year ended 30 September 2011 be and are hereby received and adopted.

##### **Resolution 2**

That the payment on 13 February 2012 of a final tax-exempt (one-tier) dividend of 63 cents per share and a special tax-exempt (one-tier) dividend of 15.5 cents per share for the year ended 30 September 2011 be and is hereby approved.

##### **Resolution 3(a)**

That Mr D R Hazelwood, who retires by rotation, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Mr Hazelwood, who is considered a non-independent director, is hereby appointed as a Member of the Audit Committee.

##### **Resolution 3(b)**

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

Upon his re-appointment, Mr de Rond, who is considered a non-independent director, is hereby re-appointed as a Member of the Executive Committee and appointed as a Member of the Nominating Committee.

**Resolution 3(c)**

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

Upon his re-appointment, Mr De Petrini, who is considered a non-independent director, is hereby re-appointed as a Member of the Executive Committee and appointed as a Member of the Remuneration Committee.

**Resolution 4**

That Directors' fees of \$617,000 payable by the Company for the year ending 30 September 2012 be and is hereby approved.

**Resolution 5**

That PricewaterhouseCoopers LLP, Certified Public Accountants, be and are hereby re-appointed auditors for the ensuing year and the Directors be and are hereby authorised to fix their remuneration.

**Resolution 6**

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 Asia Pacific Breweries Limited Executives' Share Option Scheme.

**Resolution 7**

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 ("**Chapter 9**") of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions ("**IPTs**") described in the Appendix to the Letter to Shareholders dated 28 December 2011 (the "**Letter**") with any party who is of the class of interested persons described in the Appendix to the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such IPTs as set out in the Appendix to the Letter;
- (b) the approval given in paragraph (a) above (the "**Shareholders Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) 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 all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders Mandate and/or this Resolution.

## 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	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
<b>ROUTINE BUSINESS</b>					
<b>Resolution 1</b> To receive and adopt the report of the Directors and audited financial statements for the year ended 30 September 2011	232,327,175	100.00%	3,010	0.00%	232,330,185
<b>Resolution 2</b> To approve a final tax-exempt (one-tier) dividend of 63 cents per share and a special tax-exempt (one-tier) dividend of 15.5 cents per share in respect of the year ended 30 September 2011	232,331,175	100.00%	1,010	0.00%	232,332,185
<b>Resolution 3(a)</b> To re-appoint Director: Mr D R Hazelwood	232,532,226	100.00%	3,010	0.00%	232,535,236
<b>Resolution 3(b)</b> To re-appoint Director: Mr Theo de Rond	232,535,725	100.00%	3,010	0.00%	232,538,735
<b>Resolution 3(c)</b> To re-appoint Director: Mr Pascal De Petrini	232,534,695	100.00%	3,040	0.00%	232,537,735
<b>Resolution 4</b> To approve Directors' Fees of \$617,000 payable by the Company for the year ending 30 September 2012	232,532,501	100.00%	8,134	0.00%	232,540,635
<b>Resolution 5</b> To re-appoint PricewaterhouseCoopers LLP as auditors for the ensuing year and authorise Directors to fix their remuneration	232,527,101	100.00%	8,134	0.00%	232,535,235

RESOLUTIONS	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
<b>SPECIAL BUSINESS</b>					
<b>Resolution 6</b> To authorise Directors to allot and issue shares pursuant to the Asia Pacific Breweries Limited Executives' Share Option Scheme	232,534,725	100.00%	3,010	0.00%	232,537,735
<b>Resolution 7</b> To approve the proposed renewal of the Shareholders Mandate	21,934,141	99.99%	3,040	0.01%	21,937,181

Notes:

Resolution 6 – Shareholders who are employees of the Company holding unexercised options under the Asia Pacific Breweries Limited Executives' Share Option Scheme abstained from voting in respect of their shareholdings in the Company.

Resolution 7 – Heineken NV Group, Fraser and Neave, Limited and their respective associates (including Asia Pacific Investment Pte Ltd) abstained from voting on this Resolution. Directors Mr Simon Israel, Mr Pascal De Petrini, Mr Theo de Rond and Mr D R Hazelwood, and alternate Directors Mr Kenneth Choo Tay Sian and Mr Huang Hong Peng, also abstained from voting in respect of their shareholdings, if any, in the Company.

By Order of the Board  
Anthony Cheong Fook Seng  
Company Secretary

19 January 2012