


Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	FRASER AND NEAVE, LIMITED
Company Registration No.	189800001R
Announcement submitted on behalf of	FRASER AND NEAVE, LIMITED
Announcement is submitted with respect to *	FRASER AND NEAVE, LIMITED
Announcement is submitted by *	Anthony Cheong Fook Seng
Designation *	Group Company Secretary
Date & Time of Broadcast	20-Dec-2012 18:06:23
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>> Announcement Details
 The details of the announcement start here ...

Announcement Title * VOLUNTARY CONDITIONAL CASH OFFER BY CREDIT SUISSE (SINGAPORE) LIMITED, MERRILL LYNCH (SINGAPORE) PTE. LTD. AND CIMB BANK BERHAD, SINGAPORE BRANCH FOR AND ON BEHALF OF QUE BAYTOWN PTE. LTD. FOR FRASER AND NEAVE, LIMITED

Description Please see attached.

Attachments
 FNL-Despatch-Offeree-Circular-20.12.12.pdf
 Total size = **69K**
 (2048K size limit recommended)

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FRASER AND NEAVE, LIMITED
(Incorporated in Singapore)
(Company Registration No. 189800001R)

VOLUNTARY CONDITIONAL CASH OFFER (THE "OUE OFFER") BY CREDIT SUISSE (SINGAPORE) LIMITED, MERRILL LYNCH (SINGAPORE) PTE. LTD. AND CIMB BANK BERHAD, SINGAPORE BRANCH FOR AND ON BEHALF OF OUE BAYTOWN PTE. LTD. FOR FRASER AND NEAVE, LIMITED

1. INTRODUCTION

The Board of Directors (the "**Board**") of Fraser and Neave, Limited (the "**Company**") refers to the announcement by the Company on 19 December 2012 regarding the availability of the electronic copy of the circular to the shareholders of the Company (the "**Shareholders**") dated 20 December 2012 in relation to the OUE Offer (the "**OUE Offeree Circular**") on the Company's website at <http://www.fraserandneave.com> and on the website of the Singapore Exchange Securities Trading Limited at <http://www.sqx.com>.

2. DESPATCH OF OUE OFFEREE CIRCULAR

The Board wishes to announce that the Company has today despatched the OUE Offeree Circular to the Shareholders.

The OUE Offeree Circular contains, *inter alia*, the recommendation of the Directors of the Company who are considered independent (the "**Independent Directors**") for the purpose of the OUE Offer under the Singapore Code on Take-overs and Mergers (the "**Code**"), the advice of J.P. Morgan (S.E.A.) Limited ("**J.P. Morgan**") to the Independent Directors, and other information in relation to the OUE Offer, in compliance with Rule 24 of the Code.

3. CLOSING DATE

Shareholders should note that the OUE Offer Document states that the OUE Offer will remain open for acceptance until **5.30 p.m. on 3 January 2013** or such later date(s) as may be announced from time to time by or on behalf of OUE Baytown (the "**OUE Offer Closing Date**").

4. COPIES OF OUE OFFEREE CIRCULAR

Shareholders who have not received the OUE Offeree Circular within two (2) days from the date hereof may (i) obtain a copy of the OUE Offeree Circular from the share registrar and transfer office of the Company (the "**Registrar**") during normal business hours up to the OUE Offer Closing Date; or (ii) make a request to the Registrar for the OUE Offeree Circular to be sent to an address in Singapore by ordinary post at the risk of the Shareholder up to five (5) market days prior to the Closing Date.

The address of the Registrar is as follows:

Tricor Barbinder Share Registration Services
80 Robinson Road #02-00
Singapore 068898

5. CAUTION IN TRADING

Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests and to exercise caution when dealing in the Shares. The OUE Offeree Circular requires the immediate attention of Shareholders. Shareholders should read and carefully consider the recommendations of the Independent Directors and the advice of J.P. Morgan to the Independent Directors before deciding whether to accept or reject the OUE Offer. If any Shareholder is in doubt in relation to the OUE Offer or as to the action that should be taken, such Shareholder should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement and the Directors of the Company jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the announcements made by or for and on behalf of OUE Baytown and the OUE Offer Document), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Anthony Cheong Fook Seng
Group Company Secretary
20 December 2012