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**Notice of Book Closure Date for Others \*****Other Corporate Action(s) : Dividend in specie of all the issued shares in FCL to F&N Shareholders**


\* 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 *                               | Company Secretary         |
| Date & Time of Broadcast                    | 23-Dec-2013 17:52:46      |
| Announcement No.                            | 00102                     |

**>> Announcement Details**

The details of the announcement start here ...

|   |  |
|---|--|
| Corporate Action details (e.g. Rights ratio, dividend ratio, tax rate, etc) * | Dividend in specie of all the issued shares in FCL to F&N Shareholders |
| Record Date *   | 02-01-2014   |
| Record Time *   | 17:00  |
| Date Paid/Payable (if applicable)   | 09-01-2014   |
| Footnotes   | Please see attached.   |

**Attachments**
 Media\_Release\_23Dec2013-BCD.pdf

 Books\_Closure\_Date\_23.12.13.pdf

 Total size = **384K**  
 (2048K size limit recommended)



## FRASER AND NEAVE, LIMITED

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**For Immediate Release**

### **Fraser and Neave moves one step closer to listing Frasers Centrepont Limited**

- **F&N's public float restored before year-end deadline**
- **Books Closure Date for FCL Distribution falls on 2 January 2014**
- **FCL expected to be listed on the Main Board of SGX-ST on 9 January 2014**

**Singapore, 23 December 2013** – Fraser and Neave, Limited (“F&N” or the “Company”) has moved one step closer to listing its property arm on the Main Board of the Singapore Exchange Securities Trading Limited (the “SGX-ST”).

The Company announced today that the Transfer Books and Register of Members of the Company will be closed from 5.00 p.m. on 2 January 2014 (the “Books Closure Date”) for the purpose of determining the entitlements of shareholders of the Company (the “Shareholders”) to the distribution (the “FCL Distribution”) of all the issued shares in Frasers Centrepont Limited (“FCL”) (“FCL Shares”) by way of a dividend *in specie*.

The distribution of FCL shares will be effected on or around 9 January 2014. This is the expected date for crediting FCL Shares into the securities account of Shareholders (being Depositors). Entitled Shareholders will receive, without any cash outlay, two FCL shares for each F&N share held by them or on their behalf as at the Books Closure Date. The FCL shares are expected to commence trading on the SGX-ST from 9.00 a.m. on 9 January 2014.

As was announced on 27 August 2013, the FCL Distribution and listing of FCL shares will be undertaken by F&N to unlock shareholder value by demerging its property business from its

food and beverage and printing and publishing businesses. After the transactions, F&N will no longer hold an interest in FCL, marking a new beginning for the Group. Heralding a return to its 130-year-old roots, F&N will focus on growing and strengthening its food & beverage business as part of its vision to become a leading consumer group in Southeast Asia.

Based on the announcement issued on 12 December 2013, F&N public float has been restored to approximately 12% and accordingly has met the requirement for a minimum public float of 10% under Rule 723 of the Listing Manual of the SGX-ST, following the completion of a sale of shares by F&N's majority shareholder, TCC Assets Limited.

- END -

For clarification and further enquiries, please contact:

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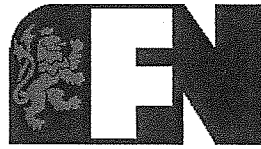
### **About Fraser and Neave, Limited**

Established in 1883, Fraser and Neave, Limited is a leading Asia Pacific Consumer Group with expertise and prominent standing in the Food & Beverage, Properties and Publishing & Printing industries.

Leveraging its strengths in marketing and distribution; research and development; brands and financial management; as well as years of acquisition experience, F&N provides key resources and sets strategic directions for its subsidiary companies across all three industries.

Listed on the Singapore stock exchange, F&N ranks as one of the most established and successful companies in the region with an impressive array of renowned brands that enjoy strong market leadership. It has shareholders' funds and total assets employed of over S\$8 billion and S\$14 billion. F&N is present in over 20 countries spanning Asia Pacific, Europe and the USA, and employs over 10,000 people worldwide.

For more information on F&N, please visit [www.fraserandneave.com](http://www.fraserandneave.com).



## **FRASER AND NEAVE, LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration No: 189800001R)

### **PROPOSED DEMERGER OF THE PROPERTY BUSINESS THROUGH THE DIVIDEND *IN SPECIE* OF ALL THE ISSUED SHARES IN FRASERS CENTREPOINT LIMITED TO SHAREHOLDERS AND THE LISTING OF FRASERS CENTREPOINT LIMITED BY WAY OF AN INTRODUCTION – NOTICE OF BOOKS CLOSURE DATE**

*Unless otherwise defined, all capitalised terms and references used in this Announcement shall have the meanings ascribed to them in the announcements dated 27 August 2013, 27 October 2013 and 28 October 2013, 13 November 2013, 6 December 2013, the Circular to Shareholders dated 28 October 2013 (the “Circular”) and the Introductory Document to Shareholders dated 28 October 2013 (the “Introductory Document”).*

#### **1. Introduction**

On 13 November 2013, Fraser and Neave, Limited (“**Company**”) announced that its shareholders (“**Shareholders**”) had, at an extraordinary general meeting of the Company convened on 13 November 2013, approved the FCL Distribution.

#### **2. Notice of Books Closure**

Notice is hereby given that the transfer books of the Company and the Register will be closed from 5.00 p.m. on 2 January 2014 (“**Books Closure Date**”) for the purpose of determining the entitlements of Shareholders to the FCL Distribution.<sup>1</sup>

Duly completed registrable transfers of Shares received by the Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 2 January 2014 will be registered to determine Shareholders’ entitlements to the FCL Distribution. Shareholders whose Securities Accounts with CDP are credited with Shares at 5.00 p.m. on 2 January 2014 will be entitled to the FCL Distribution.

For further details on the entitlements of Shareholders, please refer to the announcement released by the Company via SGXNET on 27 August 2013 and the Circular.

#### **3. Administrative Procedures for the FCL Distribution**

##### ***Books Closure Date and Entitlements***

Persons registered in the Register and Depositors whose Securities Accounts are credited with Shares as at the Books Closure Date would be entitled to receive two FCL Shares for each Share held by them or on their behalf as at the Books Closure Date.

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<sup>1</sup> The cash equivalent for the dividend *in specie* of the Company on the basis of two FCL Shares for each Share shall be announced by the Company on or after the Books Closure Date and such cash equivalent per Share shall be the amount of up to S\$2,911,034,349 divided by the total number of Shares as at the Books Closure Date.

### ***Depositors***

In the case of Shareholders being Depositors, entitlements to the FCL Shares will be determined on the basis of the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date. Following the Books Closure Date, CDP will credit the Securities Accounts with the relevant number of FCL Shares on the credit date and CDP will send to each such Depositor a notification letter confirming the number of FCL Shares that has been credited to his Securities Account.

### ***Scrip Shareholders***

In the case of Shareholders who hold Shares registered in their own names in the Register, entitlements to the FCL Shares will be determined on the basis of their holdings of Shares in the Register as at the Books Closure Date. Following the Books Closure Date, the name of each such Shareholder as well as the relevant number of FCL Shares to be distributed to such Shareholder will be entered into the Register of FCL and the share certificates in respect of the FCL Shares will be sent to him by registered post to the address stated in the Register of FCL. Shareholders should note that they will not be able to trade in such FCL Shares on the SGX-ST unless they have a Securities Account and make appropriate arrangements for the share certificates of the FCL Shares to be deposited with CDP for crediting into the said Securities Account.

### ***CPFIS Investors***

In the case of Shareholders who have purchased Shares using their CPF funds, entitlements to the FCL Shares will be determined based on the number of Shares standing to the credit of their respective investment accounts with the CPFIS Agent Banks as at the Books Closure Date. Following the Books Closure Date, CDP will credit their CPFIS Agent Banks Securities Accounts with the relevant number of FCL Shares on the credit date. The respective CPFIS Agent Banks will notify the relevant Shareholders of the credit and such Shareholders are advised to consult their CPFIS Agent Banks as to the crediting status of their FCL Shares in their respective investment accounts as CDP will not be sending any notifications to such Shareholders.

### ***Overseas Shareholders***

You will be regarded as an Overseas Shareholder if your registered address on the Register or the Depository Register (as the case may be) is not in Singapore as at the Books Closure Date. Shareholders who wish to change their registered address on the Register and the Depository Register (as the case may be) to provide an address in Singapore in substitution thereof prior to the Books Closure Date may do so by sending a notice in writing to the Share Registrar (in the case of a change of address on the Register) and CDP (in the case of a change of address on the Depository Register), respectively not later than three Market Days prior to the Books Closure Date. Where the Directors are of the view that the distribution of the FCL Shares to any Overseas Shareholders may infringe any relevant foreign law or may necessitate compliance with conditions or requirements which they, in their sole discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the FCL Shares which such Overseas Shareholders would have been entitled to pursuant to the FCL Distribution (the "**Overseas Shareholders' FCL Shares**") will not be distributed to such Overseas Shareholders. Instead, the Overseas Shareholders' FCL Shares shall be transferred to such person(s) as the Company may appoint who shall sell the Overseas Shareholders' FCL Shares and thereafter distribute the aggregate amount of the net proceeds, after deducting for all dealings and other expenses in connection therewith, proportionately

among such Overseas Shareholders according to their respective entitlements to the FCL Shares as at the Books Closure Date in full satisfaction of their rights to the FCL Shares which they would otherwise have become entitled to under the FCL Distribution.

Where the net proceeds to which any particular Overseas Shareholder is entitled is less than \$10, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or any other person in connection therewith.

#### *Hong Kong*

Overseas Shareholders with registered addresses in Hong Kong as at the Books Closure Date will be entitled to receive the FCL Shares pursuant to the FCL Distribution. The contents of the Circular and the Introductory Document have not been reviewed by or registered with any regulatory authority in Hong Kong. Overseas Shareholders in Hong Kong are advised to exercise caution in relation to the FCL Distribution and such other information contained herein. If you are in any doubt about any of the contents of this announcement, you should obtain independent professional advice.

#### *Malaysia*

Overseas Shareholders with registered addresses in Malaysia as at the Books Closure Date will be entitled to receive the FCL Shares pursuant to the FCL Distribution. The contents of the Circular and the Introductory Document have not been reviewed by or registered with any regulatory authority in Malaysia. Overseas Shareholders in Malaysia are advised to exercise caution in relation to the FCL Distribution and such other information contained herein. If you are in any doubt about any of the contents of this announcement, you should obtain independent professional advice.

#### *United Kingdom*

Overseas Shareholders with registered addresses in the United Kingdom as at the Books Closure Date will be entitled to receive the FCL Shares pursuant to the FCL Distribution. The contents of the Circular and the Introductory Document have not been reviewed by or registered with any regulatory authority in the United Kingdom. Overseas Shareholders in the United Kingdom are advised to exercise caution in relation to the FCL Distribution and such other information contained herein. If you are in any doubt about any of the contents of this announcement, you should obtain independent professional advice.

#### *Other Jurisdictions*

Overseas Shareholders with registered addresses in a jurisdiction other than Hong Kong, Malaysia and the United Kingdom as at the Books Closure Date will not receive the FCL Shares in the FCL Distribution and the FCL Shares to which such Overseas Shareholders would otherwise have been entitled will be dealt with in accordance with the procedures set out in "Overseas Shareholders" above. Specifically, do note that you will be regarded as an Overseas Shareholder who will not receive the FCL Shares pursuant to the FCL Distribution if your registered address on the Register or the Depository Register (as the case may be) is an Australian or a New Zealand address as at the Books Closure Date.

### **Odd-Lot Trading**

For the purposes of trading on the Main Board of the SGX-ST, each board lot of FCL Shares will comprise 1,000 FCL Shares. An application has been made and the approval of the SGX-ST has been obtained for the establishment of a temporary counter for the trading of FCL Shares in board lots of 100 FCL Shares for a period of one calendar month from the Listing Date (the "**Concession Period**") for the convenience of Shareholders. Shareholders should note that the establishment of this temporary odd-lot counter for the trading of FCL Shares is only to facilitate the disposal of odd lots during the Concession Period. After the Concession Period, Shareholders who hold odd lots of FCL Shares can continue to trade in odd lots on the Unit Share Market of the SGX-ST which allows trading of securities in single shares.

#### **4. Important Events and Dates**

Shareholders should note the following important events and dates in respect of the FCL Distribution:

|   |   |                               |
|---|---|-------------------------------|
| Last date and time of "cum" trading of the Shares on the SGX-ST   | : | 27 December 2013 at 5.00 p.m. |
| Commencement of "ex" trading of the Shares on the SGX-ST  | : | 30 December 2013 at 9.00 a.m. |
| Books Closure Date for the FCL Distribution   | : | 2 January 2014 at 5.00 p.m.   |
| Expected date for crediting FCL Shares into the Securities Accounts of Shareholders (being Depositors)                    | : | 9 January 2014                |
| Expected date and time for commencement of trading of FCL Shares on the SGX-ST  | : | 9 January 2014 at 9.00 a.m.   |
| Expected date and time for commencement of trading of FCL Shares in board lots of 100 FCL Shares on the temporary counter | : | 9 January 2014 at 9.00 a.m.   |
| Expected last date of trading of FCL Shares in board lots of 100 FCL Shares on the temporary counter                      | : | 7 February 2014               |

BY ORDER OF THE BOARD

Anthony Cheong Fook Seng  
Company Secretary  
Singapore  
23 December 2013